

P98000022420

Law Offices of  
PAUL R. SASSO  
28 West Flagler Street  
Suite 505  
Miami, Florida 33130  
(305) 358-6654 Telephone  
(305) 358-6652 Facsimile

*Feb.*  
January 15, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300002438683--8  
-02/24/98--01015--004  
\*\*\*\*122.50 \*\*\*\*122.50

*Gabriel Arroyo, Inc*  
RE: ~~PHANTOM OF THE OPTICS, INC.~~

Dear Sir or Madam:

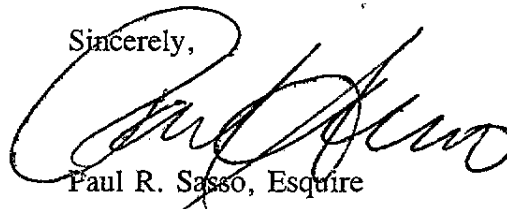
Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced corporation, a domestic profit corporation, and a check in the amount of \$122.50 representing the payment of the following fees:

Filing Fees	35.00
Registered Agent	
Designation	35.00
Certification	52.50
	<hr/>
	\$ 122.50
	=====

FILED  
98 MAR -9 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If you have any questions, please contact the undersigned.

Sincerely,

  
Paul R. Sasso, Esquire

PRS/yl  
Enclosures

A:\ARROYO.AOI

B. BROCK MAR 10 1998  
W98-41



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 25, 1998

PAUL R. SASSO, ESQUIRE  
28 WEST FLAGLER STREET, SUITE 505  
MIAMI, FL 33130

SUBJECT: GABRIEL ARROYO, INC.  
Ref. Number: W98000004185

We have received your document for GABRIEL ARROYO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6925.

Barbara Brock  
Document Specialist

Letter Number: 498A00010612

ARTICLES OF INCORPORATION

OF

GABRIEL ARROYO, INC.

The undersigned acting as an Incorporator of GABRIEL ARROYO, INC. under  
the Florida Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be: GABRIEL ARROYO, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage  
in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1439 S.  
OCEAN BOULEVARD, APARTMENT 303, POMPANO BEACH, FLORIDA 33062 .

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have  
outstanding at any time shall be Ten Thousand (10,000) shares of common stock having a par  
value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the board  
of directors and may be paid in whole or in part in cash or other property, tangible or

FILED  
98 MAR -9 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE V - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

#### **ARTICLE VI - COMMENCEMENT OF EXISTENCE**

The existence of this corporation will commence on UPON FILING of these Articles of Incorporation with the Secretary of the State of Florida.

#### **ARTICLE VII - INITIAL RESIDENT AGENT AND ADDRESS**

The street address of the initial registered office of the corporation is 1439 S. OCEAN BOULEVARD, APARTMENT 303, POMPAÑO BEACH, FLORIDA 33062 , and the name of the initial registered agent of this corporation at that address is GABRIEL ARROYO.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial member of the board of directors is:

**GABRIEL ARROYO  
1439 S. OCEAN BOULEVARD  
APARTMENT 303  
POMPANO BEACH, FLORIDA 33062**

**ARTICLE IX - AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

**ARTICLE X - INCORPORATOR(S)**

The name and street address of the incorporator is:

**GABRIEL ARROYO  
1439 S. OCEAN BOULEVARD  
APARTMENT 303  
POMPANO BEACH, FLORIDA 33062**

**ARTICLE XI - BYLAWS**

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

**ARTICLE XII - MEETINGS**


Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the

action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action. Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

#### **ARTICLE XIII - INDEMNIFICATION**

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive or other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Articles of Incorporation this 30<sup>th</sup> day of January, 1998.

  
GABRIEL ARROYO

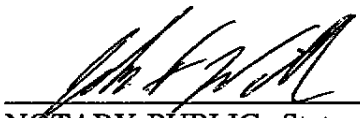

STATE OF FLORIDA )

SS:

COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GABRIEL ARROYO known to me or who produced \_\_\_\_\_ as a form of identification, who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation and that the contents therein are known to be true to the best of his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 30<sup>th</sup> day of JANUARY, 1998.

  
NOTARY PUBLIC, State of Florida  **JOHN F. WILLIAMS**  
COMMISSION # CC638377  
EXPIRES APR 13, 2001  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

John F. Williams  
PRINT NAME

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Gabriel Arroyo, Inc.
2. The name and address of the registered agent and office is:

**GABRIEL ARROYO  
1439 S. OCEAN BOULEVARD  
APARTMENT 303  
POMPANO BEACH, FLORIDA 33062**

**SIGNATURE**

*Gabriel Arroyo*

**TITLE**

**DIRECTOR**

**DATE**

3/2/98

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

**SIGNATURE**

*Gabriel Arroyo*  
**GABRIEL ARROYO**

**DATE**

3/2/98

**FILED**  
98 MAR -9 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA