

3/19/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

EFFECTIVE DATE

3-16-98

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GENESIS BUILDING & DEVELOPMENT CORP.

AUDIT NUMBER.....H98000005359

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....6

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TALLAHASSEE FLORIDA

B. McKnight MAR 19 1998

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**ARTICLES OF INCORPORATION  
FOR  
GENESIS BUILDING & DEVELOPMENT CORP.**

**EFFECTIVE DATE**  
3-16-98

**ARTICLE ONE  
NAME**

The name of this Corporation shall be:

**GENESIS BUILDING & DEVELOPMENT CORP.**

**ARTICLE TWO  
NATURE OF BUSINESS**

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE THREE  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: March 16, 1998.

**ARTICLE FOUR  
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, or such greater amount as may be required by law.

**ARTICLE FIVE  
NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one (1) Director who is a citizen of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one (1) Director.

This document prepared by:  
Octavio E. Mestre  
Florida Bar No.: 968986  
Law Offices Katz & Mestre  
2100 Salzedo Street, Suite 300  
Coral Gables, Florida 33134  
(305) 443-3303 - (305) 447-8509 Fax

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**ARTICLE SIX**  
**CLASSES OF DIRECTORS**

The Bylaws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

**ARTICLE SEVEN**  
**AMENDMENT**

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

**ARTICLE EIGHT**  
**CAPITAL STOCK**

This Corporation is authorized to issue shares of stock as follows:

- (a) Designation: The stock of this Corporation shall be known as Common Stock.
- (b) Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 1,000.
- (c) Par Value: Each share of Common Stock shall have the par value of: \$1.00.
- (d) Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- (e) Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- (f) Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of the stockholders of the Corporation.
- (g) Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative holding.

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(h) Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

(i) Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

**ARTICLE NINE**  
**PRINCIPAL OFFICES OF CORPORATION**

The principal offices of the corporation shall be at 10341 S.W. 142 Court Miami, Florida 33186.

**ARTICLE TEN**  
**REGISTERED OFFICE AND REGISTERED AGENT**

**NAME**

**ADDRESS**

Ysidro DeGouveia

10341 S.W. 142 Court  
Miami, Florida 33186

I HEREBY AGREE to act as Registered Agent for GENESIS BUILDING & DEVELOPMENT CORP., and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

  
Ysidro DeGouveia  
(Registered Agent)

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**SOLE SUBSCRIBER AND INITIAL  
DIRECTOR**

The undersigned individuals, competent to contract, execute these Articles of Incorporation as subscribers and initial directors. The undersigned individuals shall hold offices as directors until their successors have qualified, following their election or appointment.

Subscriber/Directors: Ysidro DeGouveia

Street Address: 10341 S.W. 142 Court  
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

Dated: March 16, 1998

  
Ysidro DeGouveia

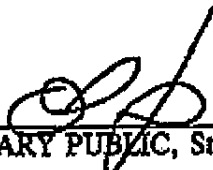
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STATE OF FLORIDA     )  
                                  SS  
COUNTY OF DADE     )

**BEFORE ME**, the undersigned authority, personally appeared Ysidro DeGouveia, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto affixed my hand and official seal at Miami, in the said County and State, this 16 day of March, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



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