

LEARUS CORPORATION INDUSTRIES, INC.

Requestor's Name

3325 S.W. 37th AVENUE

Address

MIAMI, FLORIDA 33165 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GABRIEL'S FARMS, INC. 500002520435--0  
(Corporation Name) (Document #) -05/12/98--01058--009  
\*\*\*122.50 \*\*\*122.50

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in
- Pick up time 2:00
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<u>8</u>	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED  
98 MAY 12 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 MAY 12 AM 1:09  
DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION  
GABRIEL'S FARMS, INC.**

**ARTICLE I**

The name of this corporation shall be:  
**GABRIEL'S FARMS, INC.**

With the principal place of business located at:  
9123 TAFT ST., PEMBROKE PINES, FL. 33024

**ARTICLE II  
GENERAL NATURE OF BUSINESS**

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

**ARTICLE III  
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.)

**ARTICLE IV  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V  
INITIAL REGISTERED OFFICE**

The street address of the registered office of this Corporation is:  
15828 16<sup>TH</sup> ST. PEMBROKE PINES, 33028

The Name of the initial REGISTERED AGENT of this Corporation is:  
**DOUGLAS GILBERTO ZYLBERKAM**

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK  
ALAN S. GLUECK # 224278 FL  
444 BRICKELL AVE # 752  
MIAMI FL 33131

**FILED**  
98 MAY 12 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President - DOUGLAS GILBERTO ZYLBERKAM

ARTICLE VII  
INCORPORATOR

The name and address of the person signing this article is

DOUGLAS GILBERTO ZYLBERKAM  
15828 16<sup>TH</sup> ST. PEMBROKE PINES 33028

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

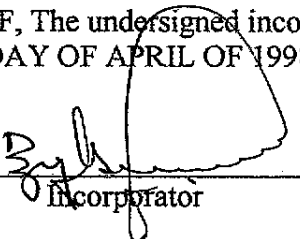
ARTICLE IX  
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

ARTICLE X  
BY LAWS

The power to adopt, after, amend or repeal by-laws shall be vested en the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this 21<sup>ST</sup> DAY OF APRIL OF 1998

  
\_\_\_\_\_  
Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT DOUGLAS GILBERTO ZYLBERKAM  
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,  
WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE,  
STATE OF FLORIDA HAS APPOINTED:

GABRIEL'S FARMS, INC.

AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

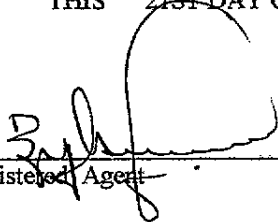
ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

GABRIEL'S FARMS, INC.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION  
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION,  
AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE  
FLORIDA STATUTES.

THIS 21ST DAY OF APRIL, 1998

  
\_\_\_\_\_  
Registered Agent

STATE OF FLORIDA)  
COUNTY OF DADE )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE  
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,  
PERSONALLY APPEARED.

DOUGLAS GILBERTO ZYLKERMAM

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING  
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME  
THAT HE EXECUTED SAME.

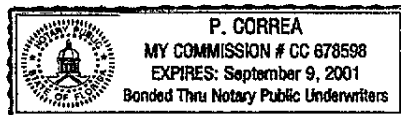
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED  
MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 21<sup>ST</sup> DAY OF APRIL, 1998

*P. Correa*

NOTARY



**SPECIFIC POWER OF ATTORNEY**

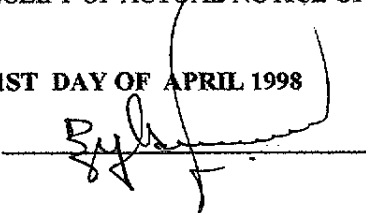
BE IT KNOWNED, THAT I, **DOUGLAS GILBERTO ZYLKERMAM**  
**THE UNDERSIGNED**, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY  
TO **THE LAW OFFICES OF ALAN S. GLUECK, OF MIAMI, FL**  
- AS MY ATTORNEY IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE  
AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF:  
MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS  
LICENSES, INQUIRE ABOUT LIABILITIES WITH THE IRS., FLORIDA DEPARTMENTS,  
CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL  
INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND  
PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND  
PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY  
ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION, THIS POWER OF ATTORNEY  
MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED  
UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY  
SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY  
ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS **21ST DAY OF APRIL 1998**



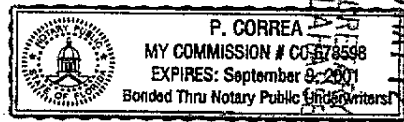
STATE OF FLORIDA  
COUNTY OF DADE

On / / before me, **PEDRO CORREA** personally appeared:

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose  
name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the  
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature   
Notary Public



Affiant Known  Produced I

Type of ID \_\_\_\_\_

98 MAY 10 PM 2:02  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA