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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GILLY ENTERPRISES INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

10/9/98

ARTICLES OF INCORPORATION
OF
GILLY ENTERPRISES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation

ARTICLE ONE
NAME

The name of the corporation is Gilly Enterprises Inc. The principal place of business shall be:
6555 NW 36 Street Miami, FL 33166

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the articles by the secretary of state.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 100,000 shares of capital stock with a par value of \$.01 per share. ONE HUNDRED THOUSAND (100,000) shares of the capital stock of the corporation shall be issued for cash at a par value of \$.01 per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

Prepared by: Eduardo Gil
3192 Bird Avenue
Miami, FL 33133
305-588-9352

ARTICLE FIVE
DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE SIX
PREEMPTIVE RIGHTS

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

ARTICLE SEVEN
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 6555 NW 36 Street, Miami, FL 33166 and the name and address of the initial registered agent of the corporation is Eduardo Gil, 6555 NW 36 St. Miami, FL 33166.

ARTICLE EIGHT
INITIAL BOARD OF DIRECTORS

This corporation shall have two(2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The name and address of the initial directors of this corporation are:

Eduardo Gil
3192 Bird Ave.
Miami, FL 33133

Rossana Gil
11420 SW 115 Street
Miami, FL 33176

ARTICLE NINE
INCORPORATES

The names and address of the persons signing these Articles are:

Eduardo Gil
3192 Bird Ave.
Miami, FL 33133

Rossana Gil
11420 SW 115 Street
Miami, FL 33176

ARTICLE TEN
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of Conference telephone as provided by law.

ARTICLE TWELVE
INDEMNIFICATION

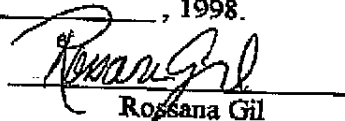
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE THIRTEEN
AMENDMENT

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this _____ day of _____, 1998.


Eduardo Gil


Rossana Gil

STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me, the undersigned authority, personally appeared Eduardo Gil, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 9 day of October, 1998.

Notary Public

My commission expires: October, 1998.

Signed and dated this 9 day of October, 1998.

I hereby am familiar with and accept the duties and responsibilities as registered agent for Gilly Enterprises Inc.

(President)
Eduardo Gil

Vice President
Rossana Gil

Secretary
Rossana Gil

BEFORE ME, this day personally appeared: Eduardo Gil
being duly sworn, deposes and says that the statements contained in the foregoing amendment are true and correct.

SWORN TO SUBSCRIBED before this _____ day of _____, 1998.

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