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TRANSMITTAL LETTER

FILED

98 OCT 12 AM 10:21

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

300002661343--7  
-10/12/98--01048--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: GABLES INFORMATION GROUP, Inc.  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
10-15-98

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Eduardo R. Fernandez  
Name (Printed or typed)

3400 Ponce de Leon Blvd #B  
Address

Coral Gables, FL 33134  
City, State & Zip

305-569-9846 305-806-0920  
Daytime Telephone number

P. Hall

OCT 13 1998  
(6)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
GABLES INFORMATION GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

EFFECTIVE DATE

The name of the corporation shall be:

10-15-98

**GABLES INFORMATION GROUP, INC.**

From this point forward known as "the Corporation".

ARTICLE II. PRINCIPAL OFFICE

The street address of the principal office of this corporation shall be 3400 Ponce de Leon Blvd. Ste. B, Coral Gables, FL 33134 and the mailing address of the Corporation shall be the same.

ARTICLE III. PURPOSE OF CORPORATION

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Eduardo R. Fernandez

3400 Ponce de Leon Blvd. #B  
Coral Gables, FL 33134  
(305) 569-9846

#### ARTICLE V. OFFICERS

The officers of the Corporation shall be:

President:	Eduardo R. Fernandez
Vice President:	Eduardo R. Fernandez
Treasurer:	Eduardo R. Fernandez
Secretary:	Eduardo R. Fernandez

#### ARTICLE VI. AMENDMENTS TO ARTICLES

The Corporation reserves the rights to amend, alter, change or repeal any provision contained in these Articles of Incorporation or in any amendment hereto. The Corporation also reserves the rights to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statute of the State of Florida. All rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

#### ARTICLE VII. TERMS OF EXISTENCE

This corporation will exist perpetually.

#### ARTICLE VIII. POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE IX. CORPORATE STOCK

The maximum number of shares the Corporation is authorized to have outstanding at any one time is **TWO THOUSAND (2000)** shares of common stock having a par value of **ONE DOLLAR (\$1) per share**. Preferred stock shall not be issued at this time.

- (1) No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature. Provided, however, that the Board of Director(s) may, in authorizing the issuance of
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shares stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

- (2) The Board of Director(s) of the Corporation may authorize the issuance, from time to time of shares of its stock of any class, whether now or hereafter authorized for such consideration as the Board of Director(s) may deem advisable. The Board of Director(s) may also authorize securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as they may deem advisable. This is subject to such restrictions or limitations, if any as may be set forth in the bylaws of the Corporation.
- (3) The Board of Director(s) for the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.
- (4) The Board of Director(s) of the Corporation shall review the issuance, sale or purchase of corporate stock and only upon a majority vote of the Director(s) shall such actions take place.

#### ARTICLE X. SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- (1) The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986 as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
  - (2) After this Corporation has elected to be an S Corporation, none of the shareholders of the Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
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- (3) Once the Corporation has elected to be an S Corporation, each share of the stock issued by this Corporation shall contain the following legend:

*"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."*

#### ARTICLE XI. BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation. But the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making alteration, amendment or repeal of the Bylaws.

#### ARTICLE XII. EFFECTIVE DATE

These Articles of Incorporation shall be effective October 15, 1998.

#### ARTICLE XIII. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 3400 Ponce de Leon Blvd. Ste. #B, Coral Gables, FL 33134, and the name of the initial registered agent of the corporation at that address is Eduardo R. Fernandez.

#### ARTICLE XIV. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Eduardo R. Fernandez  
3400 Ponce de Leon Blvd. #B  
Coral Gables, FL 33134

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In witness whereof, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1<sup>st</sup> day of October 1998.



Eduardo R. Fernandez  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
INCORPORATION

Eduardo R. Fernandez, Incorporator, Director(s) and Officer(s) of Corporation, accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Eduardo R. Fernandez  
Registered Agent

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