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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

500002653155--3  
-10/01/98-01094-021  
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OFFICE USE ONLY

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

1. G & G INC.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
98 OCT - 1 AM 11:03  
DIVISION OF CORPORATION

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 9, 1998

LAZARUS

MIAMI, FL

SUBJECT: SANTA CRUZ INTERNATIONAL INC.  
Ref. Number: W98000022460

We have received your document for SANTA CRUZ INTERNATIONAL INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 398A00050309

RECEIVED  
98 OCT 13 AM 10:51  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

**FILED**

OCT. 13 PM 1:53  
SECRETARY OF STATE  
Tallahassee Florida

G & G SANTA CRUZ CONSTRUCTION INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of Incorporation for profit, it is :

ARTICLE I

The name of the Corporation shall be: G & G SANTA CRUZ CONSTRUCTION INC.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

HG The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, and which common stock shall have a par value of \$ 5<sup>00</sup> per share.

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

HG The pledge, sale transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stock holders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

ARTICLE V

HG The amount of capital with which this corporation may begin business shall not be less than five hundred. (\$500.00) dollars.

ARTICLE VI

The existence of corporation is perpetual.

ARTICLE VII

The initial post office address and principal registered offices of the corporation in the State of Florida shall be: 975 w 74 Street #204

Hialeah, FL 33014. The board of directors may time to time principal offices to any other address within the state of Florida. The registered agent Hector Garcia  
Address 975 w 74 Street #204  
Hialeah, FL 33014

ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of not less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the board of directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, may consent to the doing of any act as though a formal meeting had been held pursuant to call being duly made and as though all the said act been present, and/or such duties may be delegated to an "Executive committee".

ARTICLE IX

The names and post office addresses of the members of the first board of Directors and corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
<u>Hector Garcia</u>	<u>President</u>	<u>975 w 74 Street #204</u> <u>Hialeah, FL 33014</u>

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows;

<u>NAME:</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
Hector Garcia	975 W 74 St # 204 Hialeah, FL 33014	100	500

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under § 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this -

29 day of Sept of 1998

Hector Garcia ( SEAL )  
President

\_\_\_\_\_ ( SEAL )

\_\_\_\_\_ ( SEAL )

STATE OF FLORIDA

COUNTY OF Dade

CERTIFICATE OF DESIGNATION

REGISTER 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: G & G SANTA CRUZ CONSTRUCTION INC.

2. The name and address of the registered agent and office is:

Hector Garcia  
(NAME)

975 W 74 Street # 204  
(P.O. BOX NOT ACCEPTABLE)

Hialeah, FL 33014  
(CITY/STATE/ZIP)

SIGNATURE

Hector Garcia  
(corporate officer)

TITLE

President

DATE

9/29/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Hector Garcia

DATE

9/29/98

58 OCT 13 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**