

PA8000105330



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 071361 4311473

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 18, 1998

ORDER TIME : 11:41 AM

ORDER NO. : 071361-005

CUSTOMER NO: 4311473

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-12/18/98-01073-009
*****78.75 *****78.75

CUSTOMER: Maritza Villar, Legal Asst
STEARNS WEAVER MILLER WEISSLER
STEARNS WEAVER MILLER WEISSLER
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: GENERAL RESOURCES CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

g 12/18/98

RECEIVED

98 DEC 18 PM 12:41

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 18 PM 4:18

ARTICLES OF INCORPORATION
OF
GENERAL RESOURCES CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 18 PM 4: 18

ARTICLE I - NAME AND ADDRESS

The name of this corporation is GENERAL RESOURCES CORPORATION. The address of the principal office and the mailing address of this corporation is 109 Rainbow Fish Circle, Jupiter, Florida 33477.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Two Thousand (2,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Kent Teranishi	109 Rainbow Fish Circle Jupiter, FL 33477

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Kent Teranishi	109 Rainbow Fish Circle Jupiter, FL 33477

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Antonio R. Menendez	150 West Flagler St. Museum Tower, Suite 2200-ARM Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

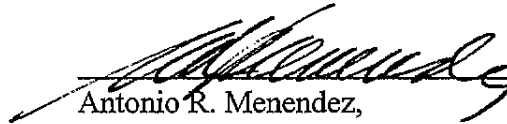
ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ____ day of November, 1998.


Antonio R. Menendez,
Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 18 PM 4: 18

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


Kent Teranishi
Registered Agent