

Charter Number Only

P990000 / 654

VALUATION ONLY

Requestor's Name
Carlos Triay

Address
999 Ponce de Leon

City State ZIP Phone
Coral Gables, FL 33134

305) 446-4988

500002765765--4
-02/05/99--01021--016
*****78.75 *****78.75

CORPORATION(S) NAME

F. R. M. G., INC.

FILED
99 FEB -5 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| ☒ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | | |
| ☐ Foreign | ☐ Dissolution | ☐ Mark |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ Reinstatement | ☐ Reservation | ☐ Change of Registered Agent |
| ☒ Certified Copy | ☐ Photo Copies | ☐ Certificate Under Seal |
| ☐ Call When Ready | ☐ Call If Problem | ☐ After 4:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
| | | ☐ Mail Out |

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
F.R.M.G., INC.

99 FEB -5 PM 12:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

I, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I: NAME: The name of the Corporation shall be F.R.M.G., INC.

ARTICLE II: NATURE OF BUSINESS: The general nature of the business and the object and purpose proposed to be transacted and carried on are to engage and do any and all activities or businesses permitted under the laws of the United States of the State of Florida.

ARTICLE III: CAPITAL STOCK: The capital stock authorized, the par value thereof, and the characteristics of each stock shall be Seven Thousand Five Hundred (7,500) shares of common stock with a par value of One (\$1.00) dollar per share.

ARTICLE IV: INITIAL CAPITAL: The amount of capital with which this corporation shall commence business shall be not less than One Thousand (\$1,000.00) Dollars.

ARTICLE V: COMMENCEMENT AND EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to law and said corporation's existence shall commence on the date of subscription and acknowledgment of these Articles of incorporation.

ARTICLE VI: ADDRESS: The initial street address of said corporation shall be 7362 S.W. 48 Street, Miami, Florida, with the privilege of having its office and branch offices at other places within or outside the State of Florida.

ARTICLE VII: NUMBER OF DIRECTORS: The number of Directors of this corporation shall be not less than one (1), nor more than three (3). The corporation shall initially have one (1) director. The Directors need not be residents of the State of Florida.

ARTICLE VIII: MANAGEMENT: The corporation shall be managed by a Board of Directors unless the stockholders shall by 75% vote hereafter determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) Director. At no time shall the corporation otherwise be managed by the stockholders unless there is only one (1) stockholder.

ARTICLE IX: INITIAL DIRECTOR: The names and addresses of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are elected shall be:

ERIC T. GENTZSCHEIN
7362 S.W. 48 Street
Miami, Florida 33155

ARTICLE X: SUBSCRIBER: The name and address of the subscriber and incorporator is:

ERIC T. GENTZSCHEIN
7362 S.W. 48 Street
Miami, Florida 33155

The proceeds of the stock subscribed for will be at least as much as the amount necessary to being business.

ARTICLE XI: AMENDMENT AND INDEMNIFICATION: These Articles may be amended, provided every Amendment is approved by seventy-five (75%) percent of the Board of Directors and Stockholders. The corporation shall indemnify as Directors or officers, or subscribers, or who, at the request of the Board of Directors or Stockholders of the corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of being or having been Directors or officers of the corporation, or such other corporation, except in relation to matters as to which any such Directors or officers shall be adjudged in any action, suit or proceedings to be liable

for his own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights, to which the indemnification may be entitled under any law or bylaw, agreement, vote of stockholders or otherwise.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members, and upon the dividends due them for any indebtedness to the corporation for such members of the corporation.

ARTICLE XII: ADDITIONAL POWERS: The corporation shall have the further right and power to from time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this Corporation, except as conferred by Statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its bylaws confer powers upon its Board of Directors or Officers, in addition to the foregoing as an addition to the power authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

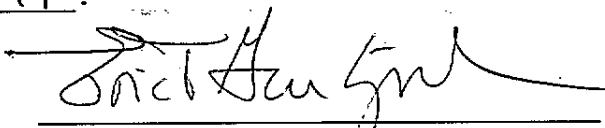
The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XIII: REGISTERED AGENT: The registered agent to accept service of process within this State for said corporation shall be Carlos A. Triay, Esquire. The registered office is located at 999 Ponce de Leon Blvd., Suite 1110, Coral Gables, FL 33134.

Having been named to accept service of process for the above stated corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


CARLOS A. TRIAY

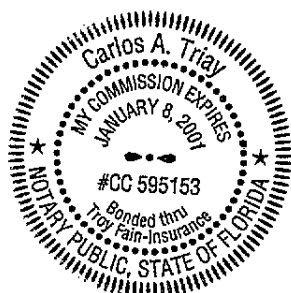
IN WITNESS WHEREOF, THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named and the Incorporator, for the purposes of forming a Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 3 day of February, 1999.

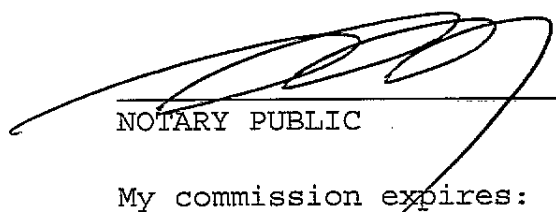

ERIC T. GENTZSCHEIN

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ERIC T. GENTZSCHEIN, to me well known and known to be the individual described in, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 3 day of February, 1999.




NOTARY PUBLIC

My commission expires:

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

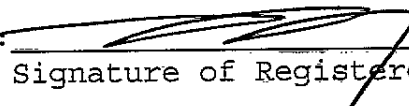
In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That, F.R.M.G., INC., desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the articles of incorporation at City of Miami, County
of Dade, State of Florida, has named CARLOS A. TRIAY, located at
999 Ponce de Leon Blvd., Suite 1110, Coral Gables, County of Dade,
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT

(Must be signed by designated agent)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: 

Signature of Registered Agent

FILED
99 FEB -5 PM 12:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA