

P99000018872

TRANSMITTAL LETTER

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

500002775345--3

-02/15/99--01081--012

*****78.75 *****78.75

SUBJECT: GRACELAND GROUP, INC.

(Proposed corporate name - must include suffix)

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

FROM:

LORD & IGLESIAS ACCTING SVCS, INC

Name (Printed or typed)

12964 SW 133rd COURT, SUITE # B

Address

MIAMI, FLORIDA 33186-5806

City, State & Zip

305 254-1099

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR - 1 AM 8:01

FILED

W99-3920
SD
2/26

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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 16, 1999

LORD & IGLESIAS ACCTING SVCS, INC.
12964 SW 133RD COURT
SUITE B
MIAMI, FL 33186-5806

SUBJECT: GRACELAND GROUP, INC.
Ref. Number: W99000003920

We have received your document for GRACELAND GROUP, 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: 099A00006951

ARTICLES OF INCORPORATION

OF

GRACE ART GROUP, INC.

FILED
99 MAR - 1 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is GRACE ART GROUP, INC.
(hereinafter, "Corporation")

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

24950 SW. 127th COURT
PRINCETON, FLORIDA 33032

ARTICLE III - PURPOSE OF CORPORATION

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

3.1 This Corporation is organized with the purpose to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

any lawful purpose, without limit as to amount, with any person, firm association or corporation, town, city, country, state territory or government.

3.3 To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have and all powers above set forth as fully as natural person, whether a principals, agents trustees or otherwise.

3.4 To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owners of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.

3.5 To purchase, hold, sell and transfer the shares of its own capital stock; provide it shall not use its funds or property for the purchase of its own shares of capital ; and provide further that shares of its own capitol stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.

3.6 To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives aphasous Corporation whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation and to do any things herein before set forth the same extend as natural person might or could do.

ARTICLE IV - CORPORATE CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock.

4.2 No holder of shares of stock of any class shall have any preemptive right to describe to or purchase any additional shares of any class, or any bonds or convertible securites of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem

advisable in connection with such issuance.

4.3 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, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting power, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V - SUB-CHAPTER S CORPORATION

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

5.1 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.

5.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take action, or make any transfer or other disposition of the 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.

5.3 Once the Corporation has elected to be an S Corporation, each share of 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 VI - 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 VII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the address of the registered office of this Corporation is as follow:

ADOLFO E. IGLESIAS
12010 SW. 97th STREET
MIAMI, FLORIDA 33186-2606

ARTICLE IX - INCORPORATOR(S)

The name and street address of the incorporator(s) of this Corporation is(are):

GUILLERMO GUEVARA
24950 SW. 127th COURT
PRINCETON, FLORIDA 33032

FERNANDO GUEVARA
24950 SW. 127th COURT
PRINCETON, FLORIDA 33032

INES MONGE
24950 SW. 127th COURT
PRINCETON, FLORIDA 33032

ARTICLE X - OFFICER(S)

The director(s) and officers of the Corporation shall be:

Director(s).

Officers:

President: **GUILLERMO GUEVARA**
(OWNER OF 50% OF ALL SHARES)
24950 SW. 127th COURT
PRINCETON, FLORIDA 33032

Vice-President: **FERNANDO GUEVARA**
(OWNER OF 25% OF ALL SHARES)
24950 SW. 127th COURT
PRINCETON, FLORIDA 33032

Secretary: **INES MONGE**
(OWNER OF 25% OF ALL SHARES)
24950 SW. 127th COURT
PRINCETON, FLORIDA 33032

ARTICLE XI - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, ammend 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

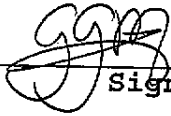
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIII - AMENDMENT

The Corporation reserves the right to ammend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or thereafter prescribed or permitted by the provisions of any

applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or may amendment hereto are granted subject to this reservation.

ARTICLE XIV - SIGNATURE(S) AND DATE



Signature

GUILLERMO GUEVARA
INCORPORATOR/PRESIDENT



Signature

FERNANDO GUEVARA
INCORPORATOR/Vice-President



Signature

INES MONGE
INCORPORATOR/Secretary

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: GRACE ART GROUP, INC.
(must include suffix)

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

ADOLFO E. IGLESIAS

(Name)

12010 SW. 97th STREET

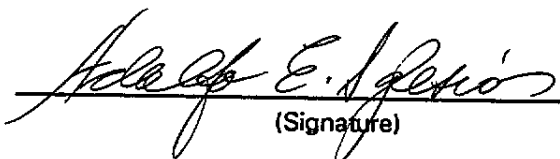
(Street address - P. O. Box or Mail Drop Box NOT acceptable)

MIAMI, FLORIDA 33186-2606

(City/State/Zip)

99 MAR - 1 AM 8:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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 with and accept the obligations of my position as registered agent.


(Signature)

FEBRUARY 11, 1999

(Date)