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****122.50 *****78.75

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: G & C CORPORATION

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$122.50.

FROM: PABLO J. SANTOS
3501 W. VINE STREET, STE. 280
KISSIMMEE, FLORIDA 34741

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -2 PM 3:49

R. Purinton APR - 6 1999

ARTICLES OF INCORPORATION
OF
G & C CORPORATION

99 APR -2 PM 3:49

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS, THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

G & C CORPORATION

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

11403 CARDIFF DRIVE
ORLANDO, FL 32837

ARTICLE III CAPITAL STOCKS

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:
10000. SHARES OF ONE (\$1.00) DOLLAR PAR VALUE COMMON STOCKS, WHICH SHALL BE DESIGNED "COMMON SHARES."

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

GUIDO DOMINGUEZ
11403 CARDIFF DRIVE
ORLANDO, FLORIDA 32837

ARTICLE V PAYMENT OF STOCKS

THE WHOLE OR ANY PART OF THE COMMON STOCK SHALL BE PAYABLE EITHER IN LAWFUL MONEY OF THE UNITED STATE OR IN PROPERTY, LABOR OR SERVICES INSOFAR AS PERMITTED FROM TIME TO TIME BY THE LAWS OF THE STATE OF FLORIDA, THE VALUE OF SUCH PROPERTY, LABOR OR SERVICES TO BE DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE VI INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1). THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME IN THE MANNER PROVIDED IN THE BY LAWS. THE NAME AND ADDRESSE OF THE PERSON TO SERVE AS MEMBER OF THE INITIAL BOARD OF DIRECTOR IS:

GUIDO DOMINGUEZ
11403 CARDIFF DRIVE.
ORLANDO, FL 32837

ARTICLE VII INCORPORATORS

THE NAME AND STREET ADDRESSE OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

GUIDO DOMINGUEZ
11403 CARDIFF DRIVE
ORLANDO, FL 32837

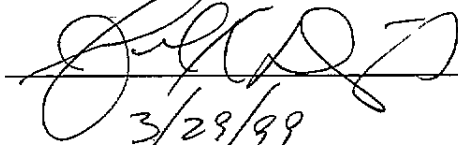
ARTICLE VIII EFFECTIVE DATE AND DURATION

THE EFFECTIVE DATE ON WHICH THE CORPORATION EXISTENCE SHALL BEGIN IS APRIL 02, 1999. THE DURATION OF THE CORPORATION IS RPETUAL.

ARTICLE IX PURPOSE

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

THE UNDERSIGNED INCORPORATOR HAVE EXECUTED THESE ARTICLE OF INCORPORATION THIS 29th DAY OF MARCH OF 1999.



3/29/99

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

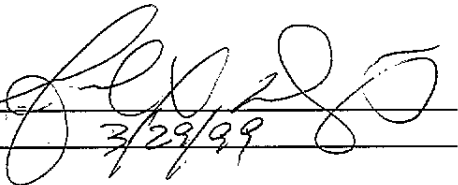
PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: G & C CORPORATION
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

GUIDO DOMINGUEZ
11403 CARDIFF DRIVE
ORLANDO, FLORIDA 32837

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: _____
DATE: _____


3/29/99

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