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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**G & G VENTURES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

G & G Ventures, Inc.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is: G & G Ventures, Inc. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 1239 Alton Road, Miami Beach, Florida 33139.
- THIRD:** The corporation is authorized to issues 1,000 shares of common stock, par value \$.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH:** The name and address of the incorporator of the Corporation is: Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Fl 33134.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: Gus Gutierrez, 1239 Alton Road, Miami Beach, Florida 33139.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on the date of filing with the Secretary of State.

This instrument prepared by:  
Thomas G. Sherman, Esq.  
218 Almeria Avenue  
Coral Gables, Florida 33134

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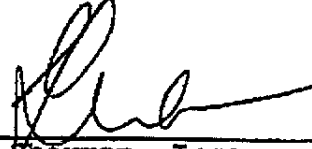
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of July, 1999.



\_\_\_\_\_  
Thomas G. Sherman, Incorporator

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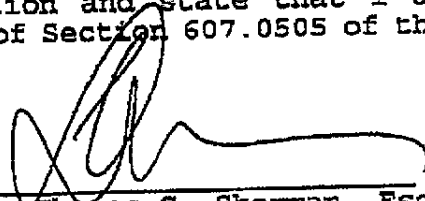
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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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 607.0505 of the Florida Business Corporation Act.



Print Name: Thomas G. Sherman, Esq.

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