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## Florida Department of State

Division of Corporations

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## To:

Division of Corporations

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## From:

Account Name : EMPIRE CORPORATE KIT COMPANY

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Phone : (305) 541-3694

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## FLORIDA PROFIT CORPORATION OR P.A.

## G&amp;E MORTGAGE &amp; INVESTMENT, INC.

F. CHESSEN

JUL 2 2 1999

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF**

**G&E MORTGAGE & INVESTMENT, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be G&E Mortgage & Investment, Inc.

**ARTICLE II. NATURE OF BUSINESS**

This Corporation shall provide mortgage and investment services under the laws of the United States and of the State of Florida.

**ARTICLE III. PRINCIPAL OFFICE**

The address of the principal office of this corporation is 14300 NW 5<sup>th</sup> Avenue, Miami, FL 33168. The mailing address is the same.

**ARTICLE IV. INCORPORATOR**

The name and address of the incorporator of this corporation is:

Henry Genelus  
14300 NW 5<sup>th</sup> Avenue  
Miami, FL 33168

**ARTICLE V. PRESIDENT**

The initial President of the corporation shall be Henry Genelus whose address shall be the same as the principal office of the corporation.

Prepared By: Sandra Duchaine, Esq.  
2020 NE 163<sup>rd</sup> St., Suite 300  
North Miami Beach, FL 33162  
(305) 944-9100

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TALLAHASSEE, FLORIDA

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**ARTICLE VI. VICE PRESIDENT**

The initial Vice Presidents of the corporation shall be Elvita Genelus whose address shall be the same as the principal office of the corporation.

**ARTICLE VII. CORPORATE CAPITALIZATION**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, each having a par value of ONE DOLLAR (\$1.00).

Henry Genelus shall own sixty percent (60%) of the stock, and Elvita Genelus shall own forty percent (40%) of the stock.

**ARTICLE VIII. 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 IX. TERMS OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE X. TITLE**

The Corporation, to the extent permitted by the law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

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**ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation shall be 14300 NW 5<sup>th</sup> Avenue, Miami, FL 33168. The name of the initial registered agent of the Corporation is Henry Genelus who is located at the same address as the principal place of business.

**ARTICLE XII. BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE XIII. EFFECTIVE DATE**

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

**ARTICLE XIV. AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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**ARTICLE XV. SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

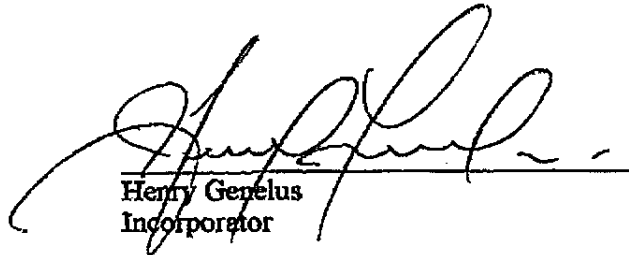
**ARTICLE XVI. PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

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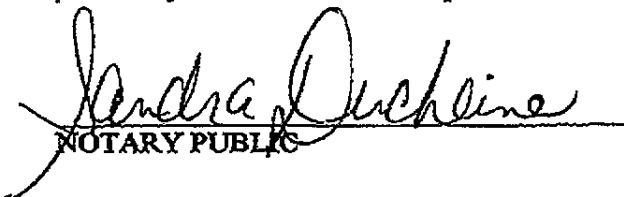
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge  
and filed the foregoing Articles of Incorporation under the laws of the State of Florida  
this 21 day of July, 1999,

  
Henry Genelus  
Incorporator

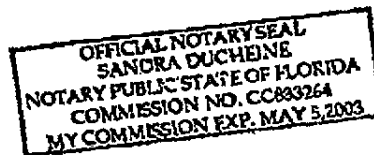
STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing Articles of Incorporation of G & E Mortgage & Investment, Inc.  
me this 21<sup>st</sup> day of July, 1999 by Henry Genelus who is  
personally known to me or has produced identification DL G 542-399-69-220-0

  
NOTARY PUBLIC

My Commission Expires:



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**ACKNOWLEDGMENT OF REGISTERED AGENT**

Henry Genelus having a business office located at which is the business office identical with the registered office, and having been designated the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: 

Henry Genelus

Date: 7/21/99SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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