

P99000067251

ROBERT J. SCHAFFER

ATTORNEY AT LAW

SUITE 305 • RIVIERA PROFESSIONAL BUILDING

4675 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 667-7808

TELECOPIER (305) 667-7050

July 22, 1999

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300002940293--7

-07/23/99--01071--006

\*\*\*\*122.50 \*\*\*\*\*78.75

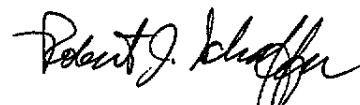
Re: Garza and Mancke Holding Co., Inc.

Please find enclosed an original and one copy of the Articles of Incorporation for Garza and Mancke Holding Co., Inc., for filing, together with my check in the amount of \$122.50 representing the required filing fee.

I would appreciate your returning a copy of the Certificate and Articles to my office by return mail.

If you have any questions, please do not hesitate to contact me.

Very sincerely yours,



Robert J. Schaffer, Esq.

RJS:sfs  
Encl.

FILED  
99 JUL 23 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K. Rolfe

JUL 29 1999

**ARTICLES OF INCORPORATION  
OF  
GARZA AND MENCKE HOLDING CO., INC.**

99 JUL 23 AM 8:36  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I - Name**

The name of the corporation is Garza and Mencke Holding Co., Inc.

**ARTICLE II - Commencement of Existence and Duration**

This corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation pursuant to Fla. Stat. §607.167 and shall exist perpetually thereafter until dissolved sooner according to law.

**ARTICLE III - Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE IV - Stated Capital

The corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. Any and all the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholder.

The corporation shall have one Director initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation. The name and street address of the initial Director who shall hold office until a successor, who shall be chosen at the first meeting of the stockholders, has qualified, shall be:

<u>Name</u>	<u>Address</u>
Robert J. Schaffer	4675 Ponce de Leon Boulevard Suite 305 Coral Gables, Florida 33146

#### ARTICLE VI - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE VII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE VIII - Amendment**

The shareholders reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Board of Directors is subject to this reservation.

**ARTICLE IX - Incorporator**

The name and address of the Incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Robert J. Schaffer	4675 Ponce de Leon Boulevard Suite 305 Coral Gables, Florida 33146

**ARTICLE X - Principal Office and Mailing Address**


The principal office and mailing address for the corporation is 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146

**ARTICLE XI - Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 4675 Ponce de Leon Boulevard, Suite 305, Coral

Gables, Florida 33146 and the name of the initial registered agent of the corporation at that address is Robert J. Schaffer.

IN WITNESS WHEREOF, the undersigned, as Incorporator, does hereby execute these Articles of Incorporation this 22nd day of July, 1999.

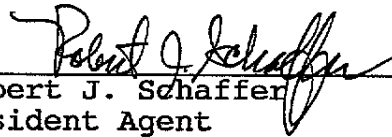
  
ROBERT J. SCHAFER, Incorporator

**RESIDENT AGENT CERTIFICATE**

Pursuance to Chapter 48.901, Florida Statutes and in compliance with said Act, **GARZA AND MENCKE HOLDING CO., INC.**, desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Miami-Dade, State of Florida, has named Robert J. Schaffer as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

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

  
Robert J. Schaffer  
Resident Agent

FILED  
99 JUL 23 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA