

TRANSMITTAL LETTER
P99000067349

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

300002939823--4
-07/23/99-01040-008
*****87.50 *****87.50

SUBJECT: GLN COMPUTER 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 of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: GONZALO HERNANDEZ
Name (Printed or typed)

810 GREENBRIAR AVE.
Address

DAVIE, FLORIDA 33325
City, State & Zip

954-475-4510
Daytime Telephone number

FILED
99 JUL 23 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

7-29
1125

**ARTICLES OF INCORPORATION
OF**

GLN COMPUTER INC.

The undersigned subscriber to these Articles of Incorporation of GLN COMPUTER INC., hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is:

GLN COMPUTER INC.

ARTICLE II - LOCATION

This Corporation's principle place of business shall be:

810 Greenbriar Ave.
Davie, FL 33325 _

ARTICLE III - PURPOSE

To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States of America.

In furtherance, and not in limitation, of the general powers conferred by law and the objects and purposes herein set forth, this corporation shall have the following powers:

- a). - To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation, and to carry out the said purposes in any State, territory, district, or possession of the United States, or the Foreign Country
- b).- The Corporation may also engage in any other lawful business, and may purchase, own, mortgage, sell, lease, or deal with real and personal property, as permitted by the laws of Florida.
- c). - To manufacture, purchase, or acquire, and to hold, own, and in any manner dispose of and deal with goods, wares, merchandise and personal property wherever situated
- d). - Without limit as to amount, to draw, make, accept, endorse, discount, and issue notes, drafts, bills of exchange, bonds, debentures, and other negotiable instruments and evidences of indebtedness, to the maximum extent permitted by law.
- e). - To have one or more offices; to conduct its business and promote its objectives within and without the state.
- f).- The aforesaid enumerated powers are to be construed both as purposes and powers, and shall not be limited or restricted by reference to or inference from the terms of any provision herein; nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE IV - CAPITAL STOCK

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Number of the Authorized Shares. The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having a par value of one (\$1.00) dollar per share.

Voting rights. The shares of the corporation are not to be divided by classes. Unless such designation is specifically made by the board of Directors, all stock shall be deemed voting.

Consideration for Stock. Authorized capital stock may be paid for in cash, service or property at just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

ARTICLE V – REGULATION OF INTERNAL AFFAIRS

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

Transaction with Directors. Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the directors are members, employees, shareholders, Directors or Officers or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director of Directors at the Board of Director's meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall nevertheless, authorize or ratify the Contract or transaction and permit the interested director to be counted in the determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.


ARTICLE IV – REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is:

Gonzalo Hernandez
810 Greenbriar Ave.
Davie, FL 33325

Pursuant to Section 48.091 of the Florida Statutes, GLN COMPUTER INC., has named Mr. GONZALO HERNANDEZ as its registered Agent, to be at the address of the Registered Office of this corporation, to accept service of process for this corporation and to otherwise comply with all provisions of said Act and all Laws pertaining thereto.

ACKNOWLEDGEMENT: Having been named to accept service of process and to serve as Registered Agent for this corporation, at the place designated above I hereby accept such appointment to act in such capacity and agree to comply with all Laws pertaining thereto.

 (SEAL)
Registered Agent

ARTICLE VII – DIRECTORS

This corporation shall have three Directors initially: Mr. GONZALO HERNANDEZ, Mr. Luis D'Argenio, and Mr. Nicolas Lescaille. The persons named as initial directors shall hold office for the first year of

existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one. The Directors need not be residents of the State of Florida.

ARTICLE IX – OFFICERS

The names and mailing addresses of the Board of Directors and Officers who, subject to the provisions of these Articles and the By laws to be adopted shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
GONZALO HERNANDEZ	CHAIRMAN OF THE BOARD SECRETARY	810 GREENBRIAR AVE DAVIE, FL 33325
LUIS D'ARGENIO	PRESIDENT TREASURER	415 CHAPEL HILL BLVD BOYNTON BEACH, FL 33435
NICOLAS LESCAILLE	VICE PRESIDENT	820 GREENBRIAR AVE. DAVIE, FL 33325

ARTICLE X – PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have preemptive rights to purchase at prices, terms and conditions that shall be fixed by the Board of Directors such shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive rights of any holder is determined by their ratio of the authorized and issued shares of common stock held by the holder as compared to all of the shares of common stock currently authorized and issued.

ARTICLE XI – INCORPORATOR

The name and Street address of the person signing these Articles of Incorporation as incorporator is GONZALO HERNANDEZ.

ARTICLE XII - INDEMNIFICATION

This corporation shall have the authority, acting through its Board of Directors to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 18 day of JULY, 1999.

Yompe Hernandez
INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared Yompe Hernandez, the Incorporator herein, who, executed the foregoing Articles of Incorporation and stated on oath that the contents thereof are true and correct, this 18 day of July, 1999.

My commission expires: 11/99



Bond: No. CCS000

(1) Personally Known (1) Great L.P.