

Charter Number Only

VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

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-08/31/99--01048--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Gyro Corner, inc.

FILED  
99 AUG 31 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> After 4:30                 |
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION**  
**OF**  
**GYRO CORNER, INC.**

**FILED**  
99 AUG 31 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, has executed the following document as incorporator of the above corporation, a corporation organized under the Laws of the State of Florida, and all rights, duties and obligations of the undersigned as Incorporator, and those of the corporation, are to be determined in accordance with the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

GYRO CORNER, INC.

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be:

23248 Boca Trace Drive  
Boca Raton, FL 33433

**ARTICLE III**

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of One Dollar (\$1.00).

Unless otherwise stated in these Articles, there shall be only one class of stock for this corporation.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, otherwise dispose of, and otherwise deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interests as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real or personal property as security for the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the State;

To elect or appoint officers and agents of the corporation and define their duty and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles Of Incorporation or the Laws of the State of Florida;

To make donations to the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business that the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who may incur damages by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute Section 607.014;

#### **ARTICLE IV**

The name and address of the initial registered agent is;

Dimitrios Karaloukas  
NAME: c/o GYRO CORNER, INC.  
ADDRESS: 23248 Boca Trace Drive  
Boca Raton, FL 33433

#### **ARTICLE V**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Florida Department of State and shall have perpetual existence.

#### **ARTICLE VI**

The general nature of the business, objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

Transact any and all lawful business.

Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or in any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute Section 607.141;

## ARTICLE VII

The initial Board of Directors shall consist of a total of two (2) person(s). The names and addresses of the person(s) who are to serve as directors are as follows:

NAME:	Dimitrios Karaloukas	Ownership: 50%
ADDRESS:	23248 Boca Trace Drive	Title: President
	Boca Raton, FL 33433	

The name and address of the incorporator executing these Articles Of Incorporation is:

NAME:	Joaquin Felipe	Ownership: 50%
ADDRESS:	23248 Boca Trace Drive	Title: Vice President
	Boca Raton, FL 33433	

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles Of Incorporation this 30th day of August, 1999

  
Type Name: Dimitrios Karaloukas

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Dimitrios Karaloukas, who is known to me or who has produced the following identification \_\_\_\_\_, who, as incorporator, has executed the foregoing Articles Of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30<sup>th</sup> day of August, 1999.

  
NOTARY PUBLIC, STATE OF FLORIDA



**CERTIFICATE OF DESIGNATION  
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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:

**GYRO CORNER, INC.**


2. The name and address of the registered agent and office is:

NAME: Dimitrios Karaloukas  
ADDRESS: 23248 Boca Trace Drive  
Boca Raton, FL 33433

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 LAND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

  
8-30-99

The initial Board of Directors shall consist of a total of two (2) person(s). The names and addresses of the person(s) who are to serve as directors are as follows:

NAME: Dimitrios Karaloukas  
ADDRESS: 23248 Boca Trace Drive  
Boca Raton, FL 33433

Ownership: 50%  
Title: President

NAME: Joaquin Felipe  
ADDRESS: 23248 Boca Trace Drive  
Boca Raton, FL 33433

Ownership: 50%  
Title: Vice President

**FILED**  
99 AUG 31 PM 12:  
SECRETARY OF ST.  
TALLAHASSEE FLOI

The Directors, without a meeting, have on this day nominated and appointed as officers until their successors shall have been duly elected and qualified, the following named persons:

President: Dimitrios Karaloukas  
Vice President: Joaquin Felipe