

OCT-14-99 THU 10:36

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P.21

9/23/99 4:12 PM

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Florida Department of State

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FLORIDA PROFIT CORPORATION OR P.A.

GABRIEL AND ASSOCIATES, INC.

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P.22



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 24, 1999

ACE INDUSTRIES

SUBJECT: GABRIEL AND ASSOCIATES, INC.  
REF: W99000022091

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE NAME CONFLICT IS GABRIEL & ASSOCIATES, INC DOC #669203.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

499-23916

ARTICLES OF INCORPORATION  
OF

R. GABRIEL INC.

I, the undersigned Incorporator of this corporation, under Florida Statute Sec. 607,  
as amended, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

R. GABRIEL INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to  
engage in any lawful activity for which corporations may be organized under the laws  
of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to  
have outstanding at any one time is One Thousand (1,000) shares of common stock of  
One (\$1.00) Dollar par value.

ARTICLE IV

CAPITALIZATION

The minimum amount of capital with which the corporation will commence is  
Five hundred dollars (\$500.00).

This Instrument Prepared By:  
Henry Volpe, Esquire  
7700 N. Kendall Drive  
Suite 510  
Miami, FL 33156  
(305) 270-8876

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1199-23916

Page 2

ARTICLE V

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI

DURATION

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE VII

OFFICERS AND DIRECTORS

The numbers of directors of the corporation shall be not less than one nor more than three, as voted upon by the shareholders of the corporation. The initial officers and directors are as follows:

Mark Teitelbaum

President, Director

ARTICLE VIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

1199-23916

1199-23916

Page 3

ARTICLE IX

TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE X

INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Mark Teitelbaum at 3965 E. 19th. Court Hialeah, Fla. 33013.

ARTICLE XI

SUBSCRIBER

The name of the subscriber of these Article of Incorporation is:

Mark Teitelbaum

ARTICLE XII

INDEMNIFICATION

The Subscriber, along with the officers and directors of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, cost, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

1199-23916

OCT-14-99 THU 10:38

FROM: VOLPE

TO: 3050066600

10-13-99 09:17

P. 26

PAGE: 5

09-28-99 11:24

PAGE: 2

1199-23916

Page 4

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

DATED this 07 day of October, 1999.

Mark Tettelbaum [Seal]  
Mark Tettelbaum

STATE OF FLORIDA)

COUNTY OF DADE )

BEFORE ME, the undersigned, personally appeared Mark Tettelbaum, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledges before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 07 day of October, 1999.

Marina S. Ruiz  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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OCT-14-99 THU 10:39

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10-13-99 09:17

PAGE: 6

09-28-99 11:24

PAGE: 3

P. 27

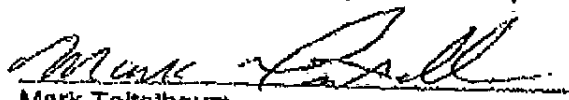
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Page 5

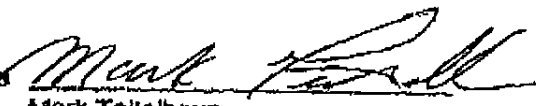
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE OR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with section 48.091, Florida Statutes, the following is submitted:

That R. GABRIEL, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3965 E. 10th. Court, Hialeah, Fla. 33013 hereby appoints Mark Teitelbaum as its agent to accept service of process within Florida.

  
Mark Teitelbaum

Having been named to accept service or process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature   
Mark Teitelbaum

Title: Registered Agent

Dated: 10/7 1999.

This Instrument Prepared By:

Henry Volpe, Esquire  
7700 N. Kendall Drive  
Suite 610  
Miami, FL 33156  
(305) 270-8876  
Florida Bar No.: 302279

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