

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P 990000 95207

Grether-Shapell, Inc

400003027764--0

-10/28/99--01038--010

*****70.00 *****70.00

400003027764--0

-10/28/99--01038--011

*****8.75 *****8.75

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- ☒ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 28 PM 2:27

APPROVED
AND
FILED

DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

99 OCT 28 AM 11:29
RECEIVED

10/28

Signature _____

Tested by: *g*

10/28 *10:10*
Date Time

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
GRETHER-SHAPELL INC.

APPROVED
AND
FILED
99 OCT 28 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GRETHER-SHAPELL INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is:

717 Ponce de Leon Blvd.
Suite 234
Coral Gables, Florida 33134

The initial resident agent of this corporation is:

Frank R. S. Fabre, Esq.
717 Ponce de Leon Blvd.
Suite 234
Coral Gables, Florida 33134

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director and officers that

shall hold office for the first year of the corporation's existence or until their successors are elected and qualified is as follows:

Ivan Robles	Director/President
Calle 50 Edificio Plaza	
Bacomer, 19th Floor	
Panama, Republic of Panama	

Frank R. S. Fabre	Secretary
717 Ponce de Leon Blvd.	
Suite 234	
Coral Gables, FL 33134	

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATION

The name and address of the person signing these Articles is:

Frank R.S. Fabre	717 Ponce de Leon Blvd., #234
	Coral Gables, FL 33134

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of October, 1999.



Frank R. S. Fabre

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 27TH DAY OF OCTOBER, 1999.

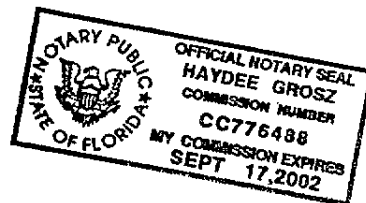


Frank R. S. Fabre, Registered Agent

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27th day of October, 1999, by Frank R. S. Fabre, as Incorporator, and who executed the foregoing Articles of Incorporation of GREYHER-SHAPELL INC., who is personally known to me and did take an oath.

Haydee Grosz
Haydee Grosz



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 28 PM 2:27

APPROVED
AND
FILED