

PO 2000090624  
McClosky, D'Anna,  
Ioannou & Dieterle, LLP

GREGG W. McCLOSKY  
RONALD E. D'ANNA  
MICHAEL J. IOANNOU  
GORDON A. DIETERLE

2300 GLADES ROAD  
SUITE 400, EAST TOWER  
BOCA RATON, FLORIDA 33431  
TELEPHONE 561/368-9200  
FACSIMILE 561/395-7050  
E-mail: admin@mdidattorneys.com  
www.mccloskydanna.com

MALCOLM H. KAHL  
OF COUNSEL

DAVID J. PASCUZZI  
JOHN IOANNOU, JR.  
RICHARD W. BASSETT  
JOSEPH W. GELLI

August 15, 2002

VIA FEDERAL EXPRESS

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

Re: GARAS HOLDINGS INC.

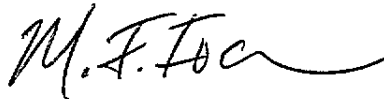
500007198285--9  
-08/19/02--01046--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and a check in the amount of \$78.75 made payable to Florida Department of State in connection with the formation of the above-referenced corporation pursuant to Chapter 607 of the Florida Statutes.

Please return a certified copy and certificate of status to the undersigned in the enclosed prepaid Federal Express envelope at your earliest convenience. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Michael J. Ioannou

MJI/cfc  
Enclosures

08-21-02  
3

FILED  
2002 AUG 19 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**FOR**  
**GARAS HOLDINGS INC.**

---

The undersigned incorporator, for the purpose of creating a Florida for profit corporation pursuant to Chapter 607 of the Florida Business Corporation Act ("Act"), hereby adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation shall be: *GARAS HOLDINGS INC.*

**ARTICLE II. PRINCIPAL OFFICE**

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

8320 Northwest 38<sup>th</sup> Court  
Coral Springs, Florida 33065

**ARTICLE III. CAPITAL STOCK**

The number of shares of stock that this corporation is authorized initially to have outstanding at one time is:

1000 Shares of Common Stock

**ARTICLE IV. TERM OF EXISTENCE**

This corporation may exist perpetually and indefinitely.

FILED  
2002 AUG 19 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

---

**ARTICLE V. NATURE OF BUSINESS**

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory, including but not limited to, consulting work and other business and real estate ventures.

**ARTICLE VI. DIRECTORS**

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have two (2) directors, initially. The name and address of the initial members of the Board are:

Raafat Garas  
8320 NW 38th Ct Coral Springs FL 33065  
Director

Noha Garas  
8320 NW 38th Ct Coral Springs FL 33065  
Director

**ARTICLE VII. OFFICERS**

This corporation shall have two (2) officers, initially. The name, address and position of the initial officers are:

Raafat Garas  
8320 NW 38th Ct Coral Springs FL 33065  
President/Treasurer

Noha Garas  
8320 NW 38th Ct Coral Springs FL 33065  
Vice-President/Secretary

**ARTICLE VIII. INCORPORATOR**

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

Michael J. Ioannou, Esquire  
MCCLOSKEY, D'ANNA, IOANNOU & DIETERLE, LLP  
2300 Glades Road  
Suite 400 - East Tower  
Boca Raton, Florida 33431

**ARTICLE IX. REGISTERED AGENT**

The name and address of the initial registered agent is:

Michael J. Ioannou  
MCCLOSKEY, D'ANNA, IOANNOU & DIETERLE, LLP  
2300 Glades Road  
Suite 400 - East Tower  
Boca Raton, FL 33431

The undersigned has executed these Articles of Incorporation this 14<sup>th</sup> day of August

2002.



\_\_\_\_\_  
Michael J. Ioannou

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of New York, the corporation, ***GARAS HOLDINGS  
INC.***, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:


Michael J. Ioannou  
MCCLOSKEY, D'ANNA, IOANNOU & DIETERLE, LLP  
2300 Glades Road  
Suite 400 - East Tower  
Boca Raton, Florida 33431

2002 AUG 19 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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 and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 14, 2002.

  
\_\_\_\_\_  
Michael J. Ioannou