

# PO1000045585

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)205-0381

EFFECTIVE DATE  
5-5-01

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

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## FLORIDA PROFIT CORPORATION OR P.A.

CUBICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

EFFECTIVE DATE

5-5-01

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**ARTICLES OF INCORPORATION**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

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**ARTICLE I - NAME**

The name of the corporation shall be:

**CUBICA, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

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

**10899 S.W. 72 ND. ST., STE. 201  
MIAMI, FL 33183**

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - SHARES**

The number of shares of stock that this corporation is authorized to issue is 1,000 shares of common stock with a par value of \$ 1 per share. The shares shall be issued as follows:

**GABRIELE SPILIMBERGO**

**1,000 shares**

**ARTICLE V - 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 owns, shall have the right to purchase his pro rata share thereof (as long as it may be done without the issuance of transitional shares) at the price at which it is issued to others.

**ARTICLE VI - SHAREHOLDER QUORUM AND VOTING**

A majority of the shares entitled to vote, represented by person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

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**ARTICLE VII - CALLING OF SPECIAL MEETINGS**

Special meetings of the shareholders may be called by the Board of Directors and the shareholders of no less than one tenth of all the shares entitled to vote at the meeting.

**ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

**EDUARDO S. GONZALEZ  
8180 N.W. 36 ST., STE. 230  
MIAMI, FL 33166**

**ARTICLE IX INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

**GABRIELE SPILIMBERGO  
10899 S.W. 72 ND. ST., STE. 201  
MIAMI, FL 33183**

**ARTICLE X - INITIAL BOARD OF DIRECTORS**

The corporation shall have four directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Each director shall have one vote. The names and addresses of the initial directors are as follows:

**GABRIELE SPILIMBERGO  
10899 S.W. 72 ND. ST., STE. 201  
MIAMI, FL 33183**

**ARTICLE XI - INITIAL OFFICERS**

The initial officers of the corporation shall be as follows:

<b>President:</b>	<b>GABRIELE SPILIMBERGO</b>
<b>Vice President:</b>	<b>GABRIELE SPILIMBERGO</b>
<b>Treasurer:</b>	<b>GABRIELE SPILIMBERGO</b>
<b>Secretary:</b>	<b>GABRIELE SPILIMBERGO</b>

**ARTICLE XII - DURATION**

The existence of this corporation shall be perpetual.

**ARTICLE XIII - BY-LAWS**

The by-laws of this corporation may be adopted, altered, amended or repealed by a majority of the shareholders.

**ARTICLE XIV - INDEMNIFICATION**

The corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE XV - AMENDMENT**

*This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.*

**ARTICLE XVI - EFFECTIVE DATE**

The effective date of this corporation will be:

**May 5, 2001**

SIGNATURE OF INCORPORATOR:



**GABRIELE SPILIMBERGO**

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.

  
**Eduardo S. Gonzalez, Registered Agent**

5-5-2001  
**Date**

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