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Florida Department of State
Division of Corporations
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To: Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

LARACHE, INC.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
LARACHE, INC.**

ARTICLE I -- NAME

The name of this corporation is LARACHE, INC.

ARTICLE II -- PRINCIPAL OFFICE

The principal office and mailing address of this corporation are:

c/o 299 Alhambra Circle
Suite 203
Coral Gables, FL 33134.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

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

c/o 299 Alhambra Circle
Suite 203
Coral Gables, FL 33134;

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Carlos M. Pazos	c/o 299 Alhambra Circle Suite 203 Coral Gables, FL 33134.

ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

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ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Elias Beniflah	c/o 299 Alhambra Circle Suite 203 Coral Gables, FL 33134
Carlos M. Pazos	c/o 299 Alhambra Circle Suite 203 Coral Gables, FL 33134.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Carlos M. Pazos	c/o 299 Alhambra Circle Suite 203 Coral Gables, FL 33134.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

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 shareholders is subject to this reservation.

Fax Audit No.: H01-89464

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 10th day of August, 2001.

/s/ Carlos M. Pazos
Carlos M. Pazos
Incorporator and Registered Agent

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