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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

5-10-02

02 MAY 16 PM 4:08

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/16/02--01057--010
*****78.75 *****78.75

SUBJECT:

CONTINENTAL EXPRESS HOLDING, CORP.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

DELMO DE MOURA

Name (Printed or typed)

2100 PONCE DE LEON BLVD SUITE 111

Address

CORAL GABLES, FL 33134

City, State & Zip

(305) 444-4527 EXT 4

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

~~IVA MOURA~~ IVA MOURA GAVE

AUTHORIZATION BY PHONE TO

CORRECT ARTICLES-R.A. ACCEPTANCE

DATE 5/7-02

EFFECTIVE DATE

5-18-02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 16 PM 4:08

Certificate &
ARTICLES OF INCORPORATION of

Continental Express Holding Corp.

State of Florida)
County of Dade)

WE, the undersigned Incorporators, each a natural person over the age of eighteen (18) years, hereby associated themselves for the purpose of forming a corporation under the laws of the State of Florida, as a corporation for profit.

Article I

The name of the corporation shall be:
Continental Express Holding, Corp.

Article II

This Corporation is organized to engage in any act or business permitted under the laws of the United States of America and the State of Florida, which is not prohibited by any law, rule or regulation.

Article III

A. Authorized capital stock: The aggregated number of shares of all classes of stock which the Corporation shall have authority to issue is 110,000 shares, consisting of:

- (i) 10,000 shares of common stock, \$0.01 par value per share (the Common Stock) and,
- (ii) 100,000 shares of preferred stock, \$10.00 stated value per share (the "Preferred Stock")

B. Provisions related to the Preferred Stock.

1. **General.** The Preferred Stock may be issued from time to time in one or more classes or series; the share of each class or series to have such designation and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as herein prescribed.



2. **Preferences.** Pursuant to Florida Statutes S607.0602, the authority hereby is expressly granted and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings to fully effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

- (a) whether the class or series is to have voting rights, full or limited or is to without voting rights
- (b) the number of shares to constitute the class or series and the designations thereof;
- (c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications. Limitations or restrictions thereof, if any, with respect to any class or series
- (d) whether the shares of any class or series shall or shall not be callable or redeemable and, if callable or redeemable, the call or redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be callable or redeemable and the manner of call or redemption
- (e) whether the shares of a class or series shall or shall not be subject to the operation or retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (f) whether the shares of a class or series shall or shall not the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable or any other class or classes or series of stock, whether such dividend shall or shall not be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (h) whether the shares of any class or series shall or shall not be convertible into, or exchangeable for, the shares of any class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at



which such conversion or or exchange be made, with such adjustments, if any as shall be stated and expressed or provided for in such resolution or resolutions; and

- (i) such other special rights and protective provisions with respect to any class or series as the Board deem advisable

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series in any or all the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and un-issued shares of Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series un-issued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, un-issued and un-designated of the Preferred Stock.

Article IV

The amount of capital with which this organization will begin business shall not be less than \$ 10,000.00, which amount shall be subscribed for and paid for before said corporation transact any business; and all or part of the capital stock of this corporation may be payable or issued for the purpose or property, good will, labor or services at a just evaluation thereof to be fixed by the Board of Directors of this corporation at their first meeting called for that purpose.

Article V

The term for which this corporation shall exist shall be from
May 10, 2002 to perpetuity.

Article VI

The mailing address of this corporation is 2100 Ponce de Leon Blvd. Suite 111
Coral Gables, Florida 33134.

Article VII

The name and address of the initial registered agent of this corporation is:

Delmo De Moura

2100 Ponce de Leon Blvd. Suite 111 Coral Gables, Florida 33134;



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Article VIII

The Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors are:

| | |
|--|--|
| Name: | Address: |
| Delmo De Moura (President) | 2100 Ponce de Leon Blvd. Suite 111 Coral Gables, FL 33134 |
| Ivonea Moura (Secretary & Treasurer) | 2100 Ponce de Leon Blvd. Suite 111 Coral Gables, FL 33134 |

In furtherance and not in limitation of the powers conferred by Statute, The Board of Directors is expressly authorized:

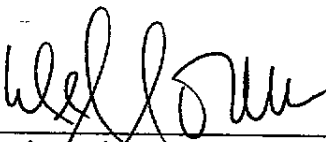
To make, alter and amend the By-Laws of the Corporation.

WE, THE UNDERSIGNED, being each of the subscribers to the capital stock herein before named, for the purpose of forming a corporation to do business, both within and without the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do, respectively, agree to make the number of shares of stock hereinbefore set forth, and accordingly, have hereunto set our hands and seals this 10th day of May of 2002.

Executed by the undersigned this May 10th of 2002

I HEREBY AM FAMILIAR WITH AND ACCEPT
THE DUTIES AND RESPONSIBILITIES OF THE
REGISTERED AGENT.

State of Florida)


Registered Agent and Subscriber

County of Dade:)

The foregoing Articles of Incorporation was acknowledged before me this 10th day of May of 2002.



Thomas N. Whalen
MY COMMISSION # CC814105 EXPIRES
March 2, 2003
BONDED THROUGH TROY FAIR INSURANCE, INC.


Notary Public State of Florida
My Commission Expires:

March 2, 2003