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# Florida Department of State

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# FLORIDA PROFIT CORPORATION OR P.A.

## N & S COMMUNICATIONS INC.

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 10, 2002

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SUBJECT: N & S COMMUNICATIONS INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

FAX Aud. #: H02000193339
Letter Number: 302A00051788

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***ARTICLES OF INCORPORATION***
***Of***
***N & S COMMUNICATIONS INC.***

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**
**CORPORATE NAME**

The name of the corporation shall be:

**N & S COMMUNICATIONS INC.**

**ARTICLE II**
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

1574 NE 191 Street, Ste 456
Miami, Florida 33179



**ARTICLE III**
**SHARES**

The total number of shares that the corporation shall have authority to issue is 500 shares of 10.00 par value stock. These Shares are divided among the shareholders as follows:

Natalia M. Builes 500 Shares
1574 NE 191 Street, Ste 456
Miami, Florida 33179

Prepared by:
Gustavo A. Ruiz
1410 West Flagler Street
Miami, Florida 33135

**ARTICLE IV**
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

NATALIA M. BUILES
1574 NE 191 Street, Ste 456
Miami, Florida 33179

**ARTICLE V**
**PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the State of Florida or any other state, country or foreign nation.

**ARTICLE VI**
**DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

| | |
|---|---|
| NATALIA M. BUILES | President / Vice-President<br>Secretary / Treasurer |

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII**
**LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE VIII
## OTHER PROVISIONS

*Preemptive Rights.* The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

*Director or Officer Interest.* In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

*Stock Transfer Restriction.* No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

*Corporate Seal.* The corporation shall have no corporate seal.

*Execution of Written Instruments.* All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

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## CERTIFICATION

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

NATALIA M. BUILES (INCORPORATOR/REGISTERED AGENT)
1574 NE 191 Street, Ste 456
Miami, Florida 33179

State of Florida, County of Dade, ss:

Subscribed and sworn to (or affirmed) before me this 4 day of August, 2002.

GUSTAVO A. RUIZ
State of Florida - Notary Public

GUSTAVO RUIZ
MY COMMISSION # CC 710731
EXPIRES: August 26, 2002

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