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STATE OF FLORIDA  
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TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3894  
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: ASHLEY ENTERPRISES, INC.

FAX AUDIT NUMBER: H98000007114  
DATE REQUESTED: 08/27/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 8  
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*[Handwritten signatures and initials]*  
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JUN-29-1995 12:56 FROM EMPIRE CORP. KIT

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 27, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ASHLEY ENTERPRISES, INC.  
REF: W95000013103

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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Loria Poole  
Corporate Specialist

FAX Aud. #: B95000007114  
Letter Number: 595A00031507

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ARTICLES OF INCORPORATION  
OF  
ASHLEY & ASHLEY, INC.

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95 JUN 29 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for Profit.

ARTICLE I

The name of the Corporation shall be: ASHLEY & ASHLEY, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares of stock which the Corporation shall have outstanding at any time shall be 7000 shares of Common Stock at U.S. \$ 1.00 each. All or any part of the Capital Stock may be paid either in lawful moneys of the United States of America, or in other Assets transferred to the Corporation, at a true valuation as of the time of exchange for Stock.

ARTICLE IV

The Amount of capital with which this Corporation shall begin business will not be less than U.S.\$ 7,000.00.

ARTICLE V

The Capital Stock of this Corporation may be issued pursuant to a plan under section 1244, Internal Revenue Code of 1954, as added by the Small Business Tax Provision of 1958. All of the Stocks and Securities in lieu of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

THIS DOCUMENT IS PREPARED BY:  
AMY HERNANDEZ OF A. HERNANDEZ & ASSOCIATES CONSULTING, INC.  
4000 WEST 11 LANE, HIALEAH, FLORIDA 33012 PHONE: 305-821-5995

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ARTICLE VI

This Corporation is to have perpetual existence.

ARTICLE VII

The principal office address of this Corporation shall be:

8191 N.W. 27 AVENUE  
MIAMI, FLORIDA 33147

ARTICLE VIII

The number of persons of the Board of Directors of the Corporation shall not be less than one. The names and post office addresses of the first Board of Directors, who being subject to the provisions of the Articles of Incorporation, the by-laws and the Acts of Legislature, shall hold office for the first year of the Corporations existence, or until their successors are elected and shall be duly qualified are:

PRESIDENT - EORAI DA SILVA  
20 N.W. 203 Terrace  
Miami, Florida 33169

VICE PRESIDENT- JULIA PENNA  
3226 N.W. 22 Avenue  
Miami, Florida 33142

SECRETARY - EORAI DA SILVA  
20 N.W. 203 Terrace  
Miami, Florida 33169

ARTICLE IX

The names and post office addresses of each subscriber to the Articles of Incorporation are as follows:

5600 SHARES OF COMMON STOCK - 80%  
EORAI DA SILVA  
20 N.W. 203 Terrace  
Miami, Florida 33169

1400 SHARES OF COMMON STOCK - 20%  
JULIA PENNA  
3226 N.W. 22 Avenue  
Miami, Florida 33142

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ARTICLE X

Limitations of Corporate Stock: no shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be a Stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a Stockholder's Meeting specifically called for that purpose by not less than a majority of the outstanding stock at such Stockholder's Meeting, exclusive of the Stock to be sold. The Stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholder; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE XI

The Corporation shall have the further right and power to from time to time, determine whether and to what extent, and at what time and place and under what conditions and regulations, the accounting books of this Corporation, other than the Stock Book, or any of them, shall be open to the inspection of the Stockholders, and no Stockholder shall have any right of inspecting any account book or document of this Corporation except as conferred by statute, unless authorized by resolution of the Stockholders or Board of Directors. The Corporation, in its by-laws, confers powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute. Both the Stockholders and Directors shall have the power, if the by-laws so provide, to hold their respective meetings and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the statute outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the Stockholders herein or granted subject to this reservation.

We, the undersigned, being each and all of the Original Subscribers to the Capital Stock herein above named for the purpose of forming a Corporation for Profit to do business within

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and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.

Subscribed to in the City of Hialeah, County of Dade, State of Florida this 20th. day of June 1995.

Roraida Silva  
RORaida SILVA

Julia Pena  
JULIA PENA

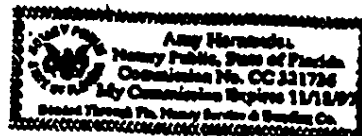
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, DULY AUTHORIZED TO ADMINISTER OATHS AND RECEIVE ACKNOWLEDGMENTS, PERSONALLY APPEARED THE ABOVE PARTIES WHO AFTER BEING DULY SWORN BY ME, DEPOSE AND SAY THAT THEY EXECUTED AND SIGNED THE ABOVE FOREGOING ARTICLES OF INCORPORATION FOR THE PURPOSES THEREIN SET FORTH.

WITNESS MY HAND AND OFFICIAL SEAL AT THE CITY OF HIALEAH, COUNTY OF DADE, STATE OF FLORIDA THIS 20TH. DAY OF JUNE 1995.

[Signature]  
NOTARY PUBLIC

MY COMMISSION EXPIRES



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**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted in accordance with said Act:

That **ASHLEY & ASHLEY INC.** is qualified to do business under the Laws of the State of  
Florida, with its principal post office address at:

**8191 N.W. 27 AVENUE  
MIAMI, FLORIDA 33147**

and it has appointed **AMY HERNANDEZ** of 4000 West 11 Lane, Mialeah,  
Florida 33012, as its Resident Agent to Accept Service of Process  
within this State.

*Zoraida - Silva*  
PRESIDENT.-

DATED: 6-20-95

**ACKNOWLEDGMENT**

Having been named to Accept Service of Process for the above  
stated Corporation at the place designated in the Articles of  
Incorporation, I hereby accept to act in this capacity and agree  
to comply with the provisions of said Act relative to keeping  
open said office.

*[Signature]*  
**AMY HERNANDEZ**  
APPOINTED RESIDENT AGENT

DATED: 6-20-95

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95 JUN 29 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA