

# P97000021410

**ROGELIO ALEJANDRO**  
15414 SW 70 TERRACE  
MIAMI, FL 33193

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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STATE

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Examiner's Initials

3/10/97

EFFECTIVE DATE

3/11/97

FILED  
SECRETARY OF STATE  
CORPORATIONS

97 MFD-3 AM 10:11

ARTICLES OF INCORPORATION

OF

**Precolumbian Arts, Inc.**

ARTICLE - 1- NAME

The name of this corporation is: **PRECOLUMBIAN ARTS, INC.**

ARTICLE - II - ADDRESS

The present address is: 15414 S W 70 TERRACE, MIAMI, FL 33193

ARTICLE -III- DURATION

This corporation is to exist perpetually, it shall commence March 11, 1997

ARTICLE - IV- PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida. Is authorized to open offices in other Countries of the World under the laws of such countries.

ARTICLE - V - CAPITAL STOCK

This corporation is authorized to issue sixty shares of common stock non par value. Shares may be issued for such consideration as determined from time to time by the stockholders. This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegate, unto the Board of Directors.

The board may issue the shares of this corporation for such consideration as is determined from time to time by the board, unless and until the stockholders by affirmative action communicate to the board, in writing, their decision to determine the consideration for the issuance of non insured or sale of treasury shares. This action by stockholders will not affect prior action by the Board. The consideration for the issuance of shares or for the disposal of treasury shares may be paid in whole or in part, in cash or other property, tangible or intangible, or in labor services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid.

When payment of the considerations for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable

#### ARTICLE - VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of a new sock of this corporation for the same kind, class or series as that which he already holds, shall have the right to purchase his prorated shares thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

#### ARTICLE - VII - INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS

The street and address of the initial registered office of this corporation is: 15414 SW 70 Terrace, Miami, FL 33193 and the name of the registered initial agent of this corporation at the address is ROGELIO ALEJANDRO.

#### ARTICLE - VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

**ARTICLE - IX - INITIAL DIRECTORS**

The name and street of the members of the initial Board of Directors of this corporation are:

<b>NAME</b>	<b>ADDRESS</b>
<b><u>PRESIDENT</u></b> ROGELIO ALEJANDRO	15414 SW 70 TERRACE MIAMI, FL 33193
<b><u>VICE-PRESIDENT</u></b> JAZMIN ROMERO DE ORTEGA	15414 SW 70 TERRACE MIAMI, FL 33193
<b><u>SECRETARY</u></b> JUANA ALEJANDRO	15414 SW 70 TERRACE MIAMI, FL 33193
<b><u>TREASURER</u></b> ELIZABETH PORTO	15414 SW 70 TERRACE MIAMI, FL 33193

**ARTICLE - X - INDEMNIFICATION**

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though no specifically herein provide for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors individually, or any firm of which any director may be member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provide the fact that he or such firm so interested shall be disclosed or shall have been know to the Board of Directors or such members thereof as shall be present at any meeting of the Board which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director officer of, such other corporation, any director individually, or any firm of which any director may be member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provide the fact he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the board which action upon any such contract or transaction shall be taken; and any director of the corporation or so interested may be counted in determining the existence of quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as he were not such director or officer of such other corporation or not so interested.

#### ARTICLE - XI- REMOVAL OF DIRECTORS

Any director or the entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors at special meeting of shareholders called expressly for that purpose.

#### ARTICLE - XII - INCORPORATORS

The name and street address of each subscriber of these Articles of incorporation is:

NAME

ROGELIO ALEJANDRO

ADDRESS

15414 S W 70 TERRACE, MIAMI FL 33193

ARTICLE - XIII - BY LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by shareholders, and shareholders may prescribe in any By-laws made by them that such By-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE - XIV - POWERS

This corporation shall have all powers necessary or convenient to affect its purpose as enumerated in the Florida Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE -XV- AMENDMENT

These Articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders.

IN WITNESS WHERE OF, THE UNDERSIGNED SUBSCRIBER HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 28 DAY OF FEBRUARY OF 1997.

  
ROGELIO ALEJANDRO

STATE OF FLORIDA    ]  
                                  ]  
COUNTY OF DADE    ]


Before me, a Notary Public authorized to take acknowledgements in the State and County set for above, personally appeared **Rogelio Alejandro** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledge before me that he subscribed these Articles of Incorporation.

IN WITNESS WHERE OF, I have hereunto set my hand and affixed my official seal, in the States and County aforesaid, this 28 day of February of 1997.  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE.

  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

OFFICIAL NOTARY SEAL  
TERESTA L. ARIAS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC336390  
MY COMMISSION EXP. JAN 8, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITH THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

  
\_\_\_\_\_  
ROGELIO ALEJANDRO  
RESIDENT AGENT  
15414 S W 70 TERRACE  
MIAMI, FLORIDA 33193

971177-3 AM 10:16  
STATE  
COMMISSION

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

**FIRST**—That **Pre Columbian Arts, Inc.**, desiring to organize under the laws of the State Of Florida with its principal office, as indicated in the Articles Of Incorporation at City of Miami, County Of Dade, State Of Florida has its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I Rogelio Alejandro hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office

BY:   
RESIDENT AGENT: ROGELIO ALEJANDRO