

7970000 47231

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

FILED  
97 MAY 29 AM 9:37  
SECRET  
TALLAHASSEE STATE  
OFFICE

OFFICE USE ONLY

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

1. M.O.R. INTERNATIONAL, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk-In    Pick up time ASAP    Certified Copy
- Mail out    Will wait    Photocopy    Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" 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/<br>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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-05/29/97--01003--002  
\*\*\*\*\*70.00  
1820.00

Examiner's Initials

K.R. MAY 29 1997.

**ARTICLES OF INCORPORATION**  
**OF**  
**M.O.R. INTERNATIONAL, INC.**

FILED  
97 MAY 29 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **M.O.R. INTERNATIONAL, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 8803 Northwest 23 Street, Miami, Florida 33172 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

|                 |                  |
|-----------------|------------------|
| President:      | Ricardo E. Rubio |
| Vice-President: | Marcel Barrios   |
| Secretary:      | Ricardo E. Rubio |
| Treasurer:      | Marcel Barrios   |

whose addresses shall be the same as the principal office of the Corporation.



**ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Ricardo E. Rubio  
Marcel Barrios

whose addresses shall be the same as the principal office of the Corporation.

**ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



### **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



**ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

**ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 14 - EFFECTIVE DATE**

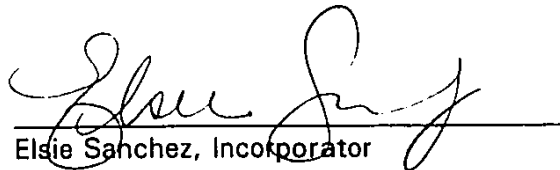
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this MAY 29 1997.

  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
AmeriLawyer® Chartered

By: \_\_\_\_\_  
Natalia Utrera, Vice President

FILED  
97 MAY 29 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# DAVID S. KAUFMAN, P.A.

P.O. Box 430833  
SOUTH MIAMI, FLORIDA 33243-0833  
Telephone or Telefax: 305-665-2032  
E-Mail: dk2943@worldpass.net

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May 25, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/30/97--01100--001  
\*\*\*\*122.50 \*\*\*\*122.50

re: *HARBOCON, INC.*

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for *HARBOCON, INC.*, together with my office check in the sum of One hundred twenty-two and --- 50/100 dollars (\$122.50), made payable to the Florida Secretary of State for filing fees for this corporation. Also enclosed is a self-addressed stamped envelope for return of a certified copy of the Articles of Incorporation.

Thank you very much for your attention to this matter.

Very truly yours,

  
David S. Kaufman

encls.

RECEIVED  
FLORIDA SECRETARY OF STATE  
MAY 30 1997

df 5/29/97

ARTICLES OF INCORPORATION  
FOR  
**HARBOCON, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
ST. PETERSBURG, FLORIDA  
97 MAR 27 1967

**ARTICLE I**

The name of the corporation is: HARBOCON, INC. The mailing address of the corporation is: 2219 Hollywood Blvd. #105, Hollywood, Florida 33020.

**ARTICLE II**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE III**

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.



**ARTICLE IV**

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 100,000 common shares. Such 100,000 common shares shall consist of one class only having a par value of \$.01 per share.

**ARTICLE V**

The street address of the initial registered office of the corporation is 6360 S.W. 84th Street, Miami, Florida 33143-8029. The name of the corporation's initial registered agent at said address is David S. Kaufman.

**ARTICLE VI**

The number of directors constituting the initial Board of Directors shall be two  
(2). The name and street address of the initial members of the Board of Directors are:

Don O'Connell  
821 North 21st Avenue  
Hollywood, Florida 33020

Isaac Akouka  
2219 Hollywood Blvd. #105  
Hollywood, Florida 33020

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

**ARTICLE VII**

The name and street address of the incorporator is:

David S. Kaufman  
6360 S.W. 84 Street  
Miami, Florida 33143-8029

**ARTICLE VIII**

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

a. The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known

to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

**ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed at Dade County, Florida this 22 day of May, 1997.



\_\_\_\_\_  
David S. Kaufman, Incorporator and Resident Agent

STATE OF FLORIDA    )  
                                  ) SS:  
COUNTY OF DADE    )

The foregoing Articles of Incorporation were sworn and subscribed before me by David S. Kaufman, Incorporator and Resident Agent, based upon personal knowledge, this 22 day of May, 1997.



\_\_\_\_\_  
Notary Public  
State of Florida at large

My Commission Expires:

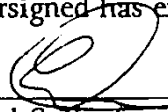
LYNN H. GELMAN  
Notary Public, State of Florida  
My Comm Expires May 7, 1998  
No. CC 387818  
Bonded Thru Official Notary Service

FILED  
STATE  
1997

### ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for HARBOCON, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 23 day of May, 1997.

  
\_\_\_\_\_  
David S. Kaufman, Resident Agent