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FLORIDA DEPARTMENT OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: HISPANIC MARKET ORGANIZATION, INC.

AUDIT NUMBER.....H98000007629

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 6

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1998

EMPIRE

SUBJECT: HISPANIC MARKET ORGANIZATION, INC.
REF: W98000009067

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Tracy Augsburger
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FAX Aud. #: H98000007629
Letter Number: 498A00021934

(10)

of

H98000007629

HISPANIC MARKET ORGANIZATION, INC.

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, to wit:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:
Hispanic Market Organization, Inc.

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ARTICLE II

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

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, and which common stock ~~shall have a par value of \$100.00~~ (shall have a par value of \$ 100.00 per share).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

(1)

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Prepared by:

Rene J. Clavarez
NOTARY PUBLIC

6963 (A) SW 117th Avenue, Miami, Fl. 33183 Ph. #
(305) 595-3020

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ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and registered offices of the corporation in the State of Florida shall be 138 Seabreeze Circle
Kissimmee, Fl. 34743. The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is: Thomas E. Ruiz
Address: 138 Seabreeze Circle, Kissimmee

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than (1) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

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ARTICLE IX H98000007629

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

<u>NAME:</u>	<u>TITLE</u>	<u>ADDRESS</u>
Thomas E. ruiz	Presidnet	138 Seabreeze Circle Kissimmee, Fl. 34743

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME:</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
Thomas E. Ruiz	138 Seabreeze Circle Kissimmee, Fl. 34743	100	\$100.00

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under * 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this
22 day of April, 1998.

Thomas E. Ruiz (SEAL)

_____ (SEAL)

_____ (SEAL)

STATE OF FLORIDA:
COUNTY OF DADE

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(3)

Rene J. Clavareza . 6963 (A) SW 117th Avenue, Miami, Fl. 33183

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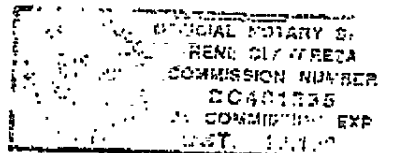
I hereby certify that on this day personally appeared before me, an officer duly authorized to take acknowledgments and administer oaths in the State of Florida, Thomas E. Ruiz

to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS: my hand and official seal this 22 day of April, 1998, at Miami, County of Dade, State of Florida.


Notary Public, State of Florida at Large

My Commission Expires: _____



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(4)

Rene J. Clavarez
NOTARY PUBLIC

6963 (A) SW 117th Avenue, Miami, Fl. 33183

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE - OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT HISPANIC MARKET ORGANIZATION, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE AT CITY OF KISSIMMEE
(City)

STATE OF FLORIDA HAS NAMED THOMAS E. RUIZ
(State) (Name of resident agent)

LOCATED AT 138 Seabreeze Circle
(Street Address and Number of Building)

CITY OF Kissimme STATE OF FLORIDA, AS ITS AGENT TO
(City)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.-

Signature Thomas E. Ruiz
(Corporate Officer)

Title: President

Date: April 22nd, 1998

HAVING NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature Thomas E. Ruiz
(Residents agent)

Date: April 22, 1998

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