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J&L ENTERPRISES INC.  
 1550 SW 153RD CT. #206  
 MIAMI, FL 33193

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 \*\*\*\*\*87.50 \*\*\*\*\*87.50

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

FILED  
 98 OCT 16 AM 9:26  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

*Handwritten initials and date:*  
 10-19-98

Examiner's Initials	
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**ARTICLES OF INCORPORATION  
OF  
J & L ENTERPRISES INC.**

**FILED**  
98 OCT 16 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person(s) competent to contract hereby form a corporation under the law of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is: J & L ENTERPRISES INC.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III- CAPITAL STOCK**

The maximum number of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock with a par value of \$1.00 per share.

**ARTICLE IV- INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than \$500.00.

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

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## **ARTICLE VI - INITIAL STREET ADDRESS**

The initial street address and mailing address of the principal office of this corporation is: 7550 S W 153 Ct.. #206 Miami, FL. 33193

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

## **ARTICLE VII - DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in such manner as may be prescribed by the by laws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other 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 been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person of all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred 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 the foregoing provision 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 not specifically herein provided 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 pecuniary or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member,

may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such member thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

### **ARTICLE VIII - INITIAL DIRECTORS**

The names and addresses of the members of the First Board of Directors are:

**President**

Javier Osma  
7550 SW 153 Ct. #206  
Miami, Florida 33193

**Vice-President**

Luis Enrique Landazabal  
12002 SW 101 St.  
Miami, Fl. 33186

### **ARTICLE IX- SUBSCRIBERS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the stockholders.

### **ARTICLE X- CALLING OF SPECIAL MEETINGS**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

## **ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholder's Meeting by the majority of the stock entitled to vote thereon.

## **ARTICLE XII - DATE OF COMMENCEMENT OF CORPORATE EXISTENCE**

The date of commencement of corporate existence of this corporation shall be upon filing hereof in the office of the Secretary of State.

## **ARTICLE XIII SPECIAL PROVISION**

It is the intent of the incorporator that the corporation will gratify under section 1244 of the internal revenue code and that the corporation will file as a sub-chapter S corporation. To the extent that is beneficial as determined by the Directors.

**STATE OF FLORIDA  
COUNTY OF DADE**

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgment, personally appeared: Javier Osma & Luis Enrique Landazabal to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledge before me that they subscribed to these Articles of Incorporation.

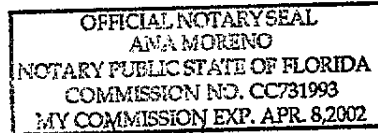
  
\_\_\_\_\_  
**Javier Osma**

0250-420-61-001-0  
GP 01/14/99

  
\_\_\_\_\_  
**Luis Enrique Landazabal**

Passport 13.841.793  
GP 01/14/99

WITNESS my hand and Official seal in the County and State above this  
03 day of September, 1998.



*ANA MORENO*

\_\_\_\_\_  
**Notary Public  
State of Florida at Large**

My commission expires: 04/08/2002

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

**FILED**  
98 OCT 16 AM 9:26  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

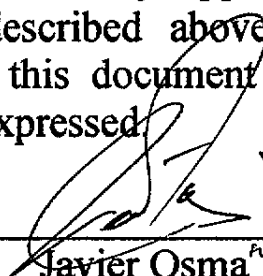
In Pursuance of Chapter 48.091, Florida Statutes, the following submitted in compliance with said act:

That J & L Enterprises Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Dade County of Miami, Florida, has named Javier Osma, located at 7550 SW 153 Ct. #206 Miami, Florida 33193 as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I HEREBY ACCEPT to act in this capacity, and agree to comply with the provisions of this Act relative to keeping open said of lice.


STATE OF FLORIDA )  
COUNTY OF DADE ) Ss

Before me, the undersigned authority personally appeared Javier Osma to me known to be the person described above and who acknowledged to me that he has executed this document freely and voluntarily for the uses and purposes herein expressed.

  
\_\_\_\_\_  
Javier Osma

WITNESS my hand and official seal this 12th day of October, 1998.

OFFICIAL NOTARY SEAL  
JOANNE L COGLE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC452273  
MY COMMISSION EXP. OCT. 4, 1999

  
\_\_\_\_\_  
Notary Public – State of Florida