

11/12/98

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: 1801 PONCE HOLDING CORP.

AUDIT NUMBER.....H98000021043

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

CERT. OF STATUS..0 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

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**ARTICLES OF INCORPORATION**

**OF**

**1801 PONCE HOLDING CORP.**

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is: **1801 PONCE HOLDING CORP.**

Corporate Address: **5020 Orduña Drive, Coral Gables, FL 33146**

**ARTICLE II. NATURE OF BUSINESS.**

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

**ARTICLE III. DURATION.**

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

**NOVEMBER 11, 1998.**

**ARTICLE IV. CAPITAL STOCK.**

This corporation is authorized to issue shares of stock as follows:

- A. Designation:** The stock of this corporation shall be known as Common Stock.
- B. Authorized:** The maximum number of shares of Common Stock that this corporation may issue is: 100.
- C. Par Value:** Each share of Common Stock shall have NO par value.
- D. Consideration:** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-accessibility:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights:** Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights:** Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

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 TALLAHASSEE, FLORIDA

Prepared By:  
 Costa & Associates, P.A.  
 Helen C. Costa, Esq.  
 FL Bar No.: 33863 (305)827-0100  
 7330 W. 20<sup>th</sup> AVENUE  
 Miami Lakes, FL 33016-1835

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ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is: 7330 West 20<sup>th</sup> Avenue, Miami Lakes, FL 33016-1835 and the name of the Initial Registered Agent of this corporation at that address is Helen C. Costa, Esq.

ARTICLE VI. DIRECTORS.

This corporation shall have initially 1 (one) Director. The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Director of this corporation is:

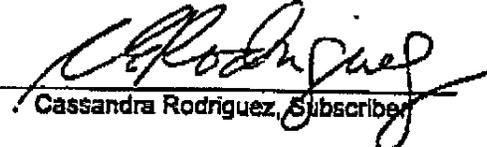
CASSANDRA RODRIGUEZ, - Director - 5020 Orduña Drive, Coral Gables, FL 33146

ARTICLE VII. INITIAL SUBSCRIBER

The name and address of the Initial Subscriber of these Articles of Incorporation is:

CASSANDRA RODRIGUEZ, located at 5020 Orduña Drive, Coral Gables, FL 33146

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11<sup>th</sup> day of NOVEMBER, 1998.

  
Cassandra Rodriguez, Subscriber

STATE OF FLORIDA )  
                          )SS:  
COUNTY OF DADE )

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and takes acknowledgments, personally appeared CASSANDRA RODRIGUEZ known to me to be the person described in an who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.L.# Personally Known, and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 11<sup>th</sup> day of November, 1998.



HELEN C COSTA  
My Commission CC443777  
Expires Mar. 07, 1999  
Bonded by HAI  
800-422-1666

NOTARY SIGNATURE

Printed Notary Signature

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

First - That 1801 PONCE HOLDING CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named Helen C. Costa, Esq. located at 7330 W. 20<sup>th</sup> Avenue, Miami Lakes, FL 33016 County of Dade State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

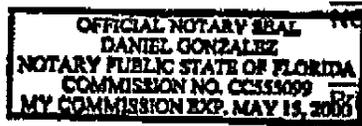
SIGNATURE:   
Helen C. Costa, Esq. Registered Agent

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TALLAHASSEE, FLORIDA  
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STATE OF FLORIDA )  
                          )SS:  
COUNTY OF DADE )

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Helen C. Costa, Esq. known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: D.L. # personally known, and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 11<sup>th</sup> day of November, 1998.

 NOTARY SIGNATURE  
\_\_\_\_\_  
Printed Notary Signature

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