

P99000093444

Requester's Name

Adolfo Schuetz
6914 Main street, Suite 164
Miami Lakes, FL 33014

Ci

600003010726--6
-10/11/99--01040--010
*****78.75 *****78.75

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 #)

99/OCT 22 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

T BROWN OCT 25 1999
Examiner's Initials

~~W99-25106~~



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 14, 1999

ADOLFO SCHUETZ
6914 MAIN STREET, SUITE 164
MIAMI LAKES, FL 33014

SUBJECT: NAZCA HOLDINGS INC.
Ref. Number: W99000023706

We have received your document for NAZCA HOLDINGS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list only one person as registered agent and have only one signature as registered agent.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 299A00049570

OCT, 1974. 99

FLORIDA DEPARTMENT OF STATE

RE: LETTER NUMBER : 299A 00049570

As per your request please find attached newly executed original and copy. My day telephone number is 305 5122957. My address is as attached in documents : 6914 Main St, Apt 164, Miami Lakes 33014.

REGARDS



ADOLFO SCHUETZ

ARTICLES OF INCORPORATION
OF

NAZCA HOLDINGS, INC.

FILED
99 OCT 22 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

NAZCA HOLDINGS, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

6914 MAIN ST, SUITE 164
MIAMI LAKES, FL 33014

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The names and addresses of the initial registered agents are:

Adolfo Schuetz
6914 Main street, Suite 164
Miami Lakes, FL 33014

ARTICLE VI

The corporation shall have two (2) directors initially. The name and address of the first directors of the Corporation, who shall hold office for the first year or until their successor is duly elected and qualified, are:

	<u>Name</u>	<u>Address</u>
1.	Adolfo Schuetz	6914 Main Street, Suite164 Miami Lakes, FL 33014
2.	Griselda Martinez	16243 SW 81 st Street, Miami FL 33193

ARTICLE VII

The name and address of the incorporator is:

Adolfo Schuetz
6914 Main street, Suite 164
Miami Lakes, FL 33014

ARTICLE VIII

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 this Corporation are pecuniarily 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 pecuniarily or otherwise interested in, any contract or transaction of this 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 a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The purpose of this corporation is to engage in any lawful purpose permitted under the laws of the State of Florida.

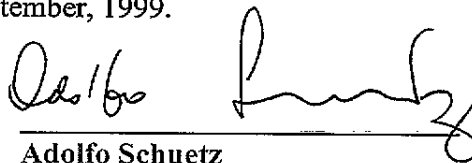
ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 10th day of September, 1999.



Adolfo Schuetz
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
99 OCT 22 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

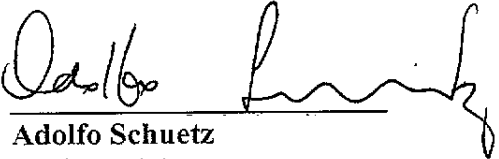
In compliance with the laws of the State of Florida, the following is submitted:

First - That Nazca Holdings, INC. desiring to organize under the laws of the State of Florida, has designated 6914 main street, Suite 164, Miami Lakes, FL 33014 as the place of business for the services of process within this state.

Second - That the above corporation has named Adolfo Schuetz as its statutory registered agent.

Having been named the statutory agents of the above corporation at the place designated in this Certificate, I hereby accept the same and agree to act in the capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 10th day of September 1999.



Adolfo Schuetz
Registered Agent