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FLORIDA DIVISION OF CORPORATIONS
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NAME: CELFRA INVESTMENTS, INC.

AUDIT NUMBER.....H96000013259

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF**

CEL FRA INVESTMENTS, INC.

The undersigned, acting as Incorporator of a corporation pursuant to chapter Florida statutes, adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of the Corporation is CEL FRA INVESTMENTS, INC.

**ARTICLE II.
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**
2151 LeJeune Road, Suite 310, Coral Gables, Florida 33134

**ARTICLE III
PURPOSE & TERM**

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

This corporation shall have perpetual existence.

**ARTICLE IV
MANNER OF ELECTION OF DIRECTORS**

The members of the Board of Directors will be elected every two (2) years in a special meeting to be held the second Tuesday of the month of September of every year as stated in the by laws of the corporation.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the corporation is:
Osvaldo N. Soto, 2151 LeJeune Road, Suite 310, Coral Gables, Florida 33134

Prepared by: Osvaldo N. Soto, Esq.
2151 LeJeune Road, Ste. 310
Coral Gables, Florida 33134
(305) 567-0010
Fla. Bar No. 202614

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**ARTICLE VI
LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in Section 607, Florida Statutes, unless limited as follows: NONE

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than (1). The name and address of the initial Directors of this corporation is :

<u>NAME</u>	<u>ADDRESS</u>
FRANCISCO JOSE MOYANO President/	2151 LEJEUNE ROAD, SUITE 310 CORAL GABLES, FL 33134
CELIA MARIA REMONDA Secretary/Treasurer	2151 LEJEUNE ROAD, SUITE 310 CORAL GABLES, FL 33134

**ARTICLE VIII
BY-LAWS**

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE X
CAPITAL STOCK**

This corporation is authorized to issue fifty (50) shares at Ten Dollars (\$10.00) par value. The initial capital is Five Hundred Dollars(\$500.00).

**ARTICLE XI
PRINCIPAL CORPORATION ADDRESS**

The principal address of the corporation is: 2151 Lejeune Road, Suite 310, Coral Gables, FL 33134

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**ARTICLE XII
PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XIII
INCORPORATOR**

The name and address of the Incorporator who has executed this Articles of Incorporation: Osvaldo N. Soto 2151 Lejeune Road, Suite 310, Coral Gables, FL 33134

**ARTICLE XIV
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 2nd day of September, 1996


OSVALDO N. SOTO

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES. DATED THIS 2nd DAY OF September, 1996.


OSVALDO N. SOTO

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority personally appeared OSVALDO N. SOTO,
who is personally known to me, or ☒ who produced a Florida driver's license as
identification and who did not take an oath on this 20 day of September, 1996.

NOTARY PUBLIC



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