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FILED  
95 MAR 13 PM 2:48  
TALLAHASSEE, FLORIDA

AMFER ENTERPRISES, INC.,  
c/o Angel C. Suarez  
3610 S. W. 5 St,  
Miami, Fl. 33135-2512

OFFICE USE ONLY

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-03/13/95--01011--001  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Amfer Enterprises, Inc.  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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

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

BROWN MAR 13 1995  
Examiner's Initials

CERTIFICATE OF INCORPORATION  
OF  
AMFER ENTERPRISES, INC.

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TALLAHASSEE FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, generally, and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I

Name of the Corporation

The name of the Corporation shall be AMFER ENTERPRISES, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this Corporation is:

Any commercial transaction permitted by the law of Federal and State authorities.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be one hundred (100) shares, each having a par value of ten dollars (\$10.00). Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assesable.

ARTICLE IV

Initial Capital

The amount of capital with which this Corporation shall begin business shall be Five hundred Dollars (\$500.00)

ARTICLE V

Term of existence

This Corporation shall be of perpetual existence.

ARTICLE VI

Principal Office

The following shall be the street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 1409 Granada Boulevard, Coral Gables, FL 33134.

ARTICLE VII

Directors

There shall be a Board of Directors for this Corporation which shall consist of two persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than two. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

ARTICLE VIII

Initial Board of Directors

The names and addresses of the first Board of Directors is as follows:

<u>Names</u>	<u>Addresses</u>	<u>Office</u>
Jose Amiguet Sr.	1409 Granada Blvd. Coral Gables FL.	same
Enrique Fernandez	3500 S.W. 60 Ave., Miami. FL.	same

The member of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX

Subscribers

The number and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agree to purchase are:

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>
Jose Amiguet Sr.	1409 Granada Blvd. C. Gables, Fl.	50
Enrique Fernandez	3500 S. W. 60 Ave., Miami, Fl.	50

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

#### ARTICLE X

##### Conflict of Interest

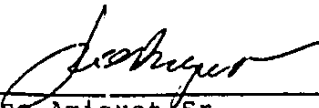
No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other 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 or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such 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 XI

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated therein this second day of March of nineteen hundred ninety-five.

  
\_\_\_\_\_  
Jose Amiguet Sr.

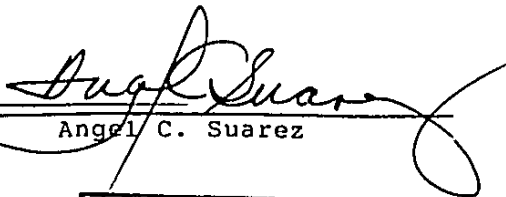
  
\_\_\_\_\_  
Enrique Fernandez

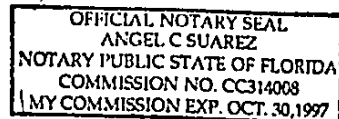
STATE OF FLORIDA

COUNTY OF DADE

I hereby certify that on this day, before me, a Notary Public, personally appeared Jose Amiguet Sr. and Enrique Fernandez which I have known for many years and who have executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County of Dade, State of Florida this second day of March of nineteen hundred ninety-five.

  
\_\_\_\_\_  
Angel C. Suarez



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

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First: That AMFER ENTERPRISES, INC., qualified to do business  
under the laws of the State of Florida with its principal office  
at Miami, County of Dade, State of Florida has appointed Mr.  
Jose Amiguet Sr., of 1409 Granada Boulevard, Coral Gables,  
Florida, 33134, as its agent to accept service of process within  
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provision of said Act relative to keeping open said  
office.

By \_\_\_\_\_

*Jose Amiguet Sr.*  
Jose Amiguet Sr.  
Registered Agent

FILED  
55 MAR 13 PM 2:48  
CLERK OF CIRCUIT COURT  
MIAMI, FLORIDA