

P95000046146

FILED

95 JUN -8 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 16, 1995

State of Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Secretary of State:

Please accept these Articles of Incorporation for, Cernar, Inc. Enclosed please find a check for \$70.00 to cover the relevant fees.

Thank You

Rafael + Marina Cervera
9460 S.W. 34 St.
Miami, Fl.

33165

200001508822
-06/08/95--01086--014
*****70.00 *****70.00

WJH
6-15-95

ARTICLES OF INCORPORATION
OF

CERMAR, INC.

ARTICLES OF INCORPORATION
OF

CERMAR, INC.

FILED

95 JUN -8 PM 2:09

SECRET
TALLAHASSEE, FLORIDA

We the undersigned, hereby agree and associate ourselves together for the purpose of becoming a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, rights privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation hereby formed under these Articles shall hence, and from this day, subject to the approval of the Secretary of State, State of Florida, be known as CERMAR, INC.

ARTICLE II

The company formed under these Articles of Incorporation shall be endowed with the following power:

1. Sue and be sued, and appear and defend in all actions and proceedings in its corporate name as a natural person.
2. Adopt and use a corporate seal and alter the same.
3. Appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
4. Adopt, change, amend, and repeal its By- Laws, not inconsistent with Law, and its Certificate of Incorporation for the exercise of its affairs, and property. The transfer on its records of its stock or other evidence or interest or membership, and the calling and holding of meetings by its shareholders, and stockholders.
5. Increase or diminish, by vote of its stockholders, shareholders, or members, cast as the By-Laws may direct, the number of directors, managers, or trustees of this corporation, and the Resident Agent for Service of process providing the number of the aforementioned shall never be less than one (1) nor more than seven (7). This provision of these Articles of Incorporation shall be strictly construed and governed by the By-Laws of the corporation and the applicable General Corporate Laws of the State of Florida.
6. Make and enter into all contracts necessary and proper for the conduct of its business.
7. a. Conduct business, have one or more offices in, and buy, hold, sell, mortgage, and convey or otherwise dispose of franchises in, this State and on the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.
b. Purchase the corporate assets of any other corporation, and engage in the same character of business.
c. Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks, and any licenses or other rights or interests thereunder or therein.
d. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it
8. a. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any bonds, securities, or other evidences of indebtedness, created by or owned by any corporation, public or closed of this State, or any other State, or any foreign country, or domestic or foreign government; while the owner of such stock exercises all of the rights, powers, and privileges of ownership, including the right to vote such stock.
b. Purchase, hold, sell and transfer shares of its own stock provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock, owned by the Corporation shall not voted directly or indirectly or be counted as outstanding for the purpose of any stockholder's quorum or vote.

9 Do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the Corporation whether or not such business is similar in nature to the objects enumerated in this, its Certificate of Incorporation.

10 a. Contract debts and borrow money at such rates of interest not to exceed the lawful rate of interest and upon such terms as its Board of Directors may deem necessary or expedient, and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, whether secured or unsecured and execute such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as the occasion may require and the Board of Directors deem expedient.

b. Provision may be made in such instruments for the transferring of corporate property of every kind and nature then belonging to or thereafter acquired by such corporation as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing by said corporation.

c. In case of sale of any property by virtue of any such instrument or foreclosure, the part acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonged to the Corporation executing the instrument or contracting the debt.

11. This Corporation has the power to make gifts for educational, scientific or charitable purpose. Said gifts and allowances to be determined by a majority of the Board of Directors, and only after the approval of the majority vote of the shareholders shall said gifts be allowed.

ARTICLE III

In addition to the foregoing Articles the said Corporation, CERMAR, INC. , shall have as its principal business objective the operation of a full marketing company in full and complete compliance with the Laws of the State of Florida and to conduct all business purposes set forth by said statutes.

Said corporation may engage in any and all types of associated or relative businesses and may pursue any and all business objectives in accordance with this Certificate of Incorporation, and in accordance with the Laws of the State of Florida.

ARTICLE IV

The total amount of capital stock authorized by this Corporation herein known as CERMAR, INC. shall be 100 shares of par value stock. Each share of stock shall have a Five (\$5.00) Dollar par value, and all of the shares enumerated herein shall be preferred stock to have one (1) vote per share held, wherein the total voting stock would be 100 shares constituting 100 votes

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The Corporation herein shall begin business with capital in the amount of Five Hundred (\$500.00) Dollars, U.S. said amount to be deposited in the Barnet Bank, in Miami, FL., a banking institution in cash, for the sole purpose of beginning business under the name CERMAR, INC.

ARTICLE VII

This Corporation shall maintain its principal place of business in Miami , Florida, at 9460 S.W. 34 St., Miami, Florida 33165.

ARTICLE VIII

There shall be not less than One (1) director but not more than Seven (7) at all times who shall constitute the Board of directors of said Corporation.

ARTICLE IX

The following named persons shall constitute the first Board of Directors of CERMAR, INC.

RAFAEL CERVERA
9460 S.W. 34 St.
MIAMI, FLORIDA 33165

MARINA CERVERA
9460 S.W. 34 St.
MIAMI, FLORIDA 33165

and shall hold office for the first year of existence of said Corporation. These Directors shall hold office until a vote of the shareholders is held wherein their successors are elected and appointed and have qualified:

RAFAEL CERVERA
9460 S.W. 34 St.
MIAMI, FLORIDA 33165

MARINA CERVERA
9460 S.W. 34 St.
MIAMI, FLORIDA 33165

ARTICLE X

The following named persons and their addresses herein appear as subscribers to these Articles of Incorporation:

RAFAEL CERVERA
9460 S.W. 34 St.
MIAMI, FLORIDA 33165

MARINA CERVERA
9460 S.W. 34 St.
MIAMI, FLORIDA 33165

FILED

95 JUN -8 PM 2:10

ARTICLES XI

This Corporation shall have the power to incur any and all liabilities and debts in pursuance of its corporate purpose. Said debts and liabilities shall be paid out of the corporate treasury upon the signatures of both RAFAEL CERVERA and MARINA CERVERA, signing thereon jointly, two signatures required.

No single officer, director or agent shall have the privilege of instituting legal action, claim, settlement, release, satisfaction or discharge or other legal process without the advise and consent of the Board of Directors by and through a majority of said Board. In the event that one officer, director or agent so carries or acts so as to incur liability without the advise and consent of the Board of Directors, said acts shall be as nullity to said Corporation and the Corporation shall not be liable nor responsible therefore.

ARTICLE XII

The officers to conduct business and the affairs of this Corporation for the first year of operation and thereafter until a vote of the shareholders at their annual meeting shall be as follows:


RAFAEL CERVERA, President
and
MARINA CERVERA, Vice President

ARTICLE XIII

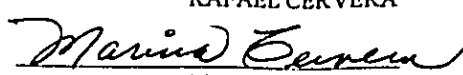
Designation of Resident Agent for Service of Process and Residence Of Agent

The following named person is herein designated Resident Agent for Service of Process and by executing these Articles of Incorporation does herein accept said designation, and his residence is set forth as follows: 7401 NW 11 Ct, Plantation, Florida 33313

I have read the foregoing and acknowledge the duties and obligations of Resident Agent for Service of Process and accept the same.


Antolin Pestano
7410 NW 11 Ct
Plantation Fl. 33313

IN WITNESS WHEREOF the stockholders and subscribers have hereunto set their hands and seals this 17 day of May, 1995.

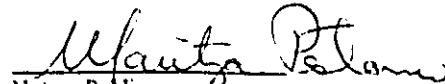

RAFAEL CERVERA

MARINA CERVERA

STATE OF FLORIDA

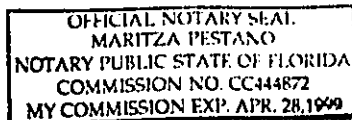
COUNTY OF DADE

I HEREBY CERTIFY that this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RAFAEL CERVERA and MARINA CERVERA, well known to me to be the persons who are described in the foregoing Articles of Incorporation of CERMAR, INC. and who signed the same, and each of them acknowledged to me that they executed the same freely and voluntarily for the purpose expressed therein.

WITNESS my hand and seal this 17 day of May, 1995, at Miami, Dade County, Florida.


Notary Public

My Commission expires:



FILED

95 JUN -8 PM 2:10

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

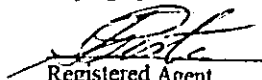
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act.

First-That CERMAR INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida has named Antolin Pestano located at 7401 N. W. 11th Ct., Plantation Florida 33313, County of Broward, State of Florida, as its Agent to accept Service of Process within this State.

ACKNOWLEDGMENT:

Having been named to accept services 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 as pursuant to the provisions of Sections 607.0502 and 607.1508 or 617.1508 and 617.1508, Florida Statutes and as authorized by the board of directors, relative to keeping open said office.


Registered Agent
Antolin Pestano