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TO: DIVISION OF CORPORATIONS

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NAME: 178 B.H., INC.

AUDIT NUMBER.....H97000016042

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

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
178 B.H., INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLES I - NAME/PRINCIPAL OFFICE ADDRESS

The name of the Corporation shall be 178 B.H., INC., and its Principal Office Address is 763 COLLINS AVENUE, S-304, MIAMI BEACH, FL 33139

ARTICLES II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the united States of America.

ARTICLES III - SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares.

ARTICLES IV - PAR VALUE

The par value of each share of the Corporation shall be zero (0) .

- 1 -

Instrument Prepared by:
Alberto N. Trelles, Esq.
815 Ponce De Leon Blvd
Coral Gables, Florida 33134
PH: (305) 446-4888
Florida Bar No.: 559761

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ARTICLES V - DURATION

The Corporation is to have perpetual existence commencing upon the filing of these Articles with the Department of State.

ARTICLES VI - REGISTERED OFFICE AND AGENTS

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows:

ALBERTO N. TRELLES, ESQ.
815 PONCE DE LEON BLVD
CORAL GABLES, FL 33134

ARTICLES VII - DIRECTORS

This Corporation shall have Two (2) director (s) initially. The number of directors may be increased or diminished from time to time by the By-laws adopted by the Stockholders.

The name and street address of the Director(s) of the First Board of Director who shall hold office until their respective successors are elected and qualified is(are) as follows:

CARLOS RAFAEL DORADO FERNANDEZ
763 COLLINS AVE,S-304
MIAMI BEACH, FLORIDA 33139

GABRIELLA PIZZORNI DE DORADO
763 COLLINS AVE,S-304
MIAMI BEACH, FLORIDA 33139

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ARTICLES VIII - INITIAL OFFICERS

The name and street address of the Initial Officers who shall hold office until their respective successors are elected and qualified, is as follows:

PRESIDENT: GABRIELLA PIZZORNI DE DORADO
763 COLLINS AVE, S-304
MIAMI BEACH, FLORIDA 33139

SECRETARY: MILAGROS PAEZ
763 COLLINS AVE, S-304
MIAMI BEACH, FLORIDA 33139

TREASURER: CARLOS RAFAEL DORADO FERNANDEZ
763 COLLINS AVE, S-304
MIAMI BEACH, FLORIDA 33139

ARTICLES IX - INCORPORATORS

The name(s) and address (es) of the person(s) signing these Articles of Incorporation as Incorporator(s) is:

Alberto N. Trelles
815 Ponce De Leon Boulevard
Coral Gables, Florida 33134

ARTICLES X - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, 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.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 25th
Day of September, 1997

ALBERTO N. TRELLES, ESQ. INCORPORATOR

STATE OF FLORIDA)

) ss

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, ALBERTO N. TRELLES, ESQ., well known to me to be the person who subscribed to these Articles of Incorporation, who, after being duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

SWORN TO and subscribed before me, this 25 day of
September, 1997

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



YAMILRELY LOPEZ
My Commission 00401838
Expires Aug. 18, 1998
Issued by H&A
800-482-1888

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING PERSON UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 607.304 Florida Statutes, the following is submitted in compliance with said Act:

THAT 176 B.H., INC., desiring to organize under the Laws of the State of Florida has named ALBERTO N. TRELLES, ESQ., whose office is located at 815 PONCE DE LEON BLVD, CORAL GABLES, FLORIDA 33134, as its agent to accept service of process within the State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, on this 25 day of September, 1997.

By:


ALBERTO N. TRELLES
RESIDENT AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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