

RECEIVED 5/13/1

Charter Number only

Glass & Frankel  
Requestor's Name  
1 S.E. 3 Avenue # 2130  
Address  
Miami FL 33131  
City State ZIP Phone

VALIDATION ONLY

9353A

CORPORATION(S) NAME

400004337404--6  
-06/01/01--01033--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

LAISE SECURITIES CORPORATION



Empire Toll Free: 1-800-432-3028

- ☒ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
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☐ Call When Ready  
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☐ Mark  
☐ Other  
☐ Change of Registered Agent  
☐ Certificate Under Seal  
☐ After 4:30  
☐ Mail Out  
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RECEIVED  
JUN - 1 AM 9:14  
JUN - 1 PM 12:02  
TELETYPE UNIT  
STATE OF FLORIDA  
DEPARTMENT OF BANKING AND FINANCE  
TALLAHASSEE, FLORIDA

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Cert. COPY

ARTICLES OF INCORPORATION  
OF  
**LAFISE SECURITIES CORPORATION**

**FILED**  
01 JUN - 1 PM 12:02  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

ARTICLE I

The name of the corporation is **LAFISE SECURITIES CORPORATION**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is **FIFTY THOUSAND (50,000)** shares, One Dollar (US\$1.00) par value. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

## ARTICLE VI

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

## ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

## ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose names and addresses are as follows:

ROBERTO J. ZAMORA  
701 Brickell Avenue  
Suite 1460  
Miami, Florida 33131

MARIA J. ZAMORA  
701 Brickell Avenue  
Suite 1460  
Miami, Florida 33131

MARCELA ZAMORA  
701 Brickell Avenue  
Suite 1460  
Miami, Florida 33131

#### ARTICLE XI

The initial registered agent of the corporation is MARCELA ZAMORA. The street address of the corporation's initial registered office is:

701 Brickell Avenue  
Suite 1460  
Miami, Florida 33131

#### ARTICLE XII

The name and address of the incorporator of the corporation is:

MARCELA ZAMORA  
701 Brickell Avenue  
Suite 1460  
Miami, Florida 33131

**IN WITNESS WHEREOF**, the undersigned being the incorporator of said corporation executes these article of incorporation and verifies, subject to penalties of perjury, that the statements contained herein are true.

Dated: May 25, 2001

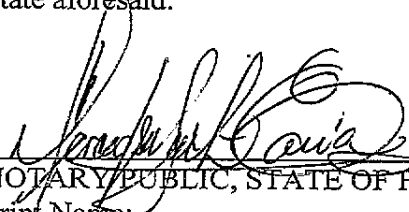


MARCELA ZAMORA, Incorporator

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, to me well and personally known,  
personally appeared **MARCELA ZAMORA**, who deposes and states that She executed the  
foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 30<sup>th</sup> day of  
May, 2001 in the County and State aforesaid.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Print Name:

Commission Number:

My commission Expires:



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

IN PURSUANCE OF '607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT LAFISE SECURITIES CORPORATION DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 701 BRICKELL AVENUE, SUITE 1460, MIAMI, FLORIDA 33131, HAS NAMED MARCELA ZAMORA, LOCATED AT 701 BRICKELL AVENUE, SUITE 1460, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

**LAFISE SECURITIES CORPORATION**, a Florida corporation

BY:

MARCELA ZAMORA, ORGANIZER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

MARCELA ZAMORA, Registered Agent.

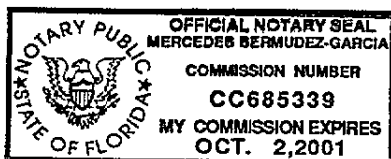
Dated: May 30<sup>th</sup>, 2001

STATE OF FLORIDA

) SS:

COUNTY OF MIAMI-DADE

SWORN TO AND SUBSCRIBED before me this 30<sup>th</sup> day of May, 2001.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Print Name:

Commission Number:

My commission Expires:

01 JUN -1 PM12:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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