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# Florida Department of State

## Division of Corporations

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To:
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     Fax Number        : (850)205-0381

From:
     Account Name      : FAS-T CORP. AGENTS, INC.
     Account Number    : 071001002335
     Phone             : (305)599-0839
     Fax Number        : (305)716-0346
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

# FLORIDA PROFIT CORPORATION OR P.A.

## AMF HOLDINGS, CORP.

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| Certified Copy | 1 |
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N. Culligan JUL 2 3 2001

# *ARTICLES OF INCORPORATION*
*of*

# *AMF* HOLDINGS, CORP.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:



## ARTICLE I
## CORPORATE NAME

The name of this corporation is: *AMF* HOLDINGS, CORP.

The principal place of business and mailing address of this corporation shall be:

*1050 NE 91st Terrace*
*Miami, Shores, Florida 33138*

## ARTICLE II
## SHARES

The total number of shares which the corporation shall have authority to issue is *10,000* shares with a par value of *$1.00* per share.

## ARTICLE III
## REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

*Jose R. Puig, Esq.*
*Law Offices of José R. Puig, P.A.*
*600 Brickell Avenue, Suite 200*
*Miami-Dade County*
*Miami, Florida 33131*


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## ARTICLE IV
## PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the United States, the State of Florida, or any other state, country, territory or nation.

## ARTICLE V
## DIRECTORS & OFFICERS

The names and addresses of the persons constituting the initial board of directors are:

*Director / President / Secretary*
*Alberto M. Ferreiros*
*1050 NE 91st Terrace*
*Miami Shores, FL 33138*

*Director / Vice President / Treasurer*
*Angelica L. Ferreiros*
*1050 NE 91st Terrace*
*Miami Shores, FL 33138*

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## ARTICLE VI
## LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.



LAW OFFICES OF JOSÉ R. PUIG, P.A.
600 BRICKELL AVENUE • SUITE 200 • MIAMI • FLORIDA • 33131 • TELEPHONE: 305.577.0047

# ARTICLE VII
# OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.



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## Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Jose R. Puig, Esq., Incorporator
600 Brickell Avenue, Suite 200
Miami, Florida 33131

CITY OF MIAMI )
COUNTY OF MIAMI-DADE )
STATE OF FLORIDA )

Before me, the undersigned officer, appeared the above-mentioned individual, José R. Puig, in his capacity as Incorporator, who is personally known to me, and after being duly sworn, executed the foregoing Articles of Incorporation, as his free and voluntary act, as of this 16th day of July, 2001.

Denise Yaques
Notary Public, State of Florida

My commission expires:

# DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, AMF HOLDINGS, CORP. Corp. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 600 Brickell Avenue, Suite 200, Florida 33131, has named José R. Puig, located thereat as its registered agent to accept service of process within this state.

By: ____________________
José R. Puig, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: ____________________
José R. Puig, Registered Agent

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