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TRANSMITTAL LETTER

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

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-04/09/02--01004--025  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: THE CANELA GROUP, INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

FILED STATE  
DIVISION OF CORPORATIONS  
02 APR -9 AM 11:38

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: FRANK MALPARTIDA  
Name (Printed or typed)  
7500 S.W 59th PLACE # 215  
Address  
MIAMI, FL 33143  
City, State & Zip  
(305) 669-8778  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

9-15-02  
WC

# ARTICLES OF INCORPORATION

OF

**The Canela Group, Inc.**

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

## ARTICLE I

### Name

The name of the corporation is **The Canela Group, Inc.** and its address is 7500 S.W 59<sup>th</sup> Place, # 215, Miami, Florida, 33143.

## ARTICLE II

### Duration

The duration of the corporation shall be perpetual.

## ARTICLE III

### Purpose

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

## ARTICLE IV

### Authorized Shares

The aggregated number of shares, which the corporation is authorized to issue, is 1,000. Such shares shall be of a single class, and shall have \$0.01 par value

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## **ARTICLE V**

### **Registered Office and Agent**

The street address of the initial registered office of the corporation is 7500 S.W 59<sup>th</sup> Place, # 215, Miami, Florida 33143 and the name of its initial registered agent at such address is Frank F Malpartida.

## **ARTICLE VI**

### **Board of Directors**

The number of directors may be increased or decreased from time to time by an amendment of the By-Laws but shall not be less than 3. The number of directors constituting the initial board of directors is 4. The name and address of the persons who are to serve as members of the initial board of directors are:

Frank F Malpartida –7500 S.W 59<sup>th</sup> Place, Suite 215,Miami, Fl 33143  
Vicky Z. Vargas Machuca - 11301 S.W 200 Street, Apt 301A, Miami, Fl 33157  
Helene H. Malpartida – 7500 S.W 59<sup>th</sup> Place, Suite 215, Miami, Fl 33143  
Manuel J. Arburu - 11301 S.W 200 Street, Apt 301A, Miami, Fl 33157

## **ARTICLE VII**

### **Officers**

The officers constituting the officers of the corporation shall be determined in accordance with the By-Laws, but shall not be less than a President and a secretary. The officers are:

President – Frank F. Malpartida  
Secretary – Vicky Z. Vargas Machuca

## **ARTICLE VIII**

### **Incorporator**

The name and address of the Incorporator is:  
Frank F. Malpartida  
7500 S.W 59<sup>th</sup> Place, # 215, Miami, Florida

## **ARTICLE IX**

### **Amendment of Articles**

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE X**

### **Preemptive Rights**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be negotiated by the interested stockholder. No stockholder of this corporation shall sell any stock of this corporation without first submitting the stock certificates along with a written offer to sell said stock during which time the corporation shall have the right to purchase said stock at a price equal to the written offer for a period of ninety days. The preemptive right of any holder is determined by the ratio to the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

## **ARTICLE XI**

### **Indemnification**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida. Executed by the undersigned on the 4<sup>th</sup> day of April, 2002



Frank F Malpartida  
Incorporator

## **ACTION BY THE BOARD OF DIRECTORS OF THE CANELA GROUP, INC.**

The undersigned, being members of the Board of Directors as stated in the Articles of Incorporation of The Canela Group, Inc., a Florida Corporation organized and existing under the laws of the State of Florida, hereby consents to, adopts and orders the following corporate action:

1.- The undersigned hereby waives all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.

2.- The following persons are elected to serve as officers and directors of the corporation until removed by the Board of Directors or until successors shall be duly elected and qualified:

Frank F Malpartida – President & CEO

Vicky Z. Vargas Machuca – Executive Vice President of Operations and Secretary

Helene H. Malpartida – Vice President of Sales and Marketing

Manuel J. Arbulu – Vice President of International Business Development

Giselle Mulanovich – Sales Support Manager

3.- The President and the Secretary are authorized to open bank accounts on behalf of the corporation in accordance with standard form resolutions to be filed in the Minute Book of the Corporation following this corporate action.

4.- All company checks and/or withdrawals from corporate bank accounts must be endorsed, approved, and signed by two board members in either one of the following combinations:

A) Signature of the President plus signature of the Secretary or Vice President of International Business Development.

B) Signature of Secretary plus signature of President or signature of Vice President of Sales and Marketing

5.- All binding legal contracts must be approved by the Board of Directors and must include the signatures of two board members in either one of the following combinations:

A) Signature of the President plus signature of the Secretary or Vice President of International Business Development.

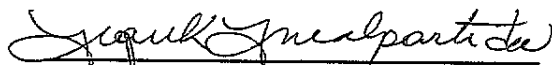
B) Signature of Secretary plus signature of President or signature of Vice President of Sales and Marketing

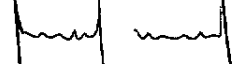
6.- The President and Secretary are authorized to issue certificates of common stock of the corporation, such stock to be fully paid and nonassessable, to the


following persons upon payment to the corporation of the consideration specified therefore. The shareholders of the corporation and their respective share interest are reflected as follow:


	<u>Number of Shares</u>	<u>Consideration</u>
Frank F Malpartida	510	\$ 5.10
Vicky Vargas Machuca	440	\$ 4.40
Giselle Mulanovich	50	\$ 0.50

The undersigned Board Members have executed the foregoing corporate action for the purpose of giving their consent thereto this 4<sup>th</sup> day of April, 2002

  
\_\_\_\_\_  
Frank F Malpartida

  
\_\_\_\_\_  
Manuel J. Arbulu

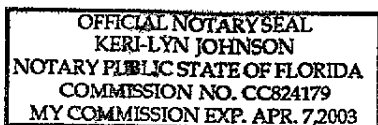
  
\_\_\_\_\_  
Vicky Z. Vargas Machuca


  
\_\_\_\_\_  
Helene H. Malpartida

STATE OF FLORIDA )  
 ) as  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 4 day of April, 2002. By Frank F Malpartida who is personally known to me or who has produced a Driver License as identification and who did take an oath.

My commission expires:  
April 7, 2003



  
Notary Public  
Keri-Lyn Johnson  
Printed Name

**Acknowledgement of Appointment by Registered Agent**

Having been named the registered agent for the above corporation at the place designated in and foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open at: 7500 S.W 59<sup>th</sup> Place, # 215. Miami, Florida 33143

  
Frank F Malpartida