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**FLORIDA PROFIT CORPORATION OR P.A.**

**adrianbuilders at estero, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 28, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ADRIANBUILDERS AT ESTERO, INC.  
REF: W04000024653

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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JUN-28-2004 09:37  
CERTIFICATE OF INCORPORATION

6  
OF

ADRIANBUILDERS AT ESTERO, INC.

WE, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be **ADRIANBUILDERS AT ESTERO, INC.**

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be 10,000 (10,000) Shares of Common stock which shall be divided into two classes, the designation and par values of each such class being, as follows:

- A. 1,000 shares of Class A Common Capital Stock having a par value of \$.01 per share.
- B. 9,000 shares of Class B Common. Non-Voting Capital Stock, having a par value of \$.01 per share.

All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of Five Hundred (\$500.00) Dollars.

THIS DOCUMENT PREPARED BY:  
MARCIA B. CABALLERO, ESQ.  
Florida Bar Number: 0778354  
9192 Coral Way  
Suite 201  
Miami, Florida 33165  
(305) 227-0727

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#### ARTICLE FIVE

This corporation shall have perpetual existence.

#### ARTICLE SIX

The principal office of the corporation shall be located at 2460 S.W. 137<sup>th</sup> Avenue, Suite 238, Miami, Florida 33175.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

#### ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

#### ARTICLE EIGHT

The names and post office addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

#### BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
ALVARO L. ADRIAN	2460 S.W. 137 <sup>th</sup> Avenue Suite 238 Miami, FL 33175

#### OFFICERS

<u>Title</u>	<u>Name</u>	<u>Address</u>
PRESIDENT	ALVARO L. ADRIAN	2460 S.W. 137 <sup>th</sup> Avenue Suite 238 Miami, FL 33175
SECRETARY		

#### ARTICLE NINE

The names and post office addresses of each of the subscribers to this Certificate of Incorporation are:

Name

Address

ALVARO L. ADRIAN

2460 S.W. 137<sup>th</sup> Avenue  
Suite 238  
Miami, FL 33175

#### ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate and shall have all the general and additional powers now and hereafter conferred upon it by law.

#### ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

#### ARTICLE TWELVE

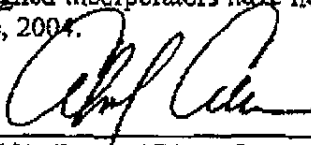
Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

#### ARTICLE THIRTEEN

The corporation does hereby designate the following address as its principal office:  
2460 S.W. 137<sup>th</sup> Avenue, Suite 238, Miami, Florida 33175.

The corporation does hereby designate MARCIA B. CABALLERO, ESQ. whose post office address is 9192 Coral Way, Suite 201, Miami, Florida 33165 as its Registered Agent.


IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this 25th day of June, 2004.

  
ALVARO L. ADRIAN

STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me this 25th day of June, 2004 by ALVARO L. ADRIAN, who are personally known to me, or who presented \_\_\_\_\_, and who did (did not) take an oath.



  
Notary Public, State of Florida at Large  
My Commission expires:  
Commission Number:

H0400034048

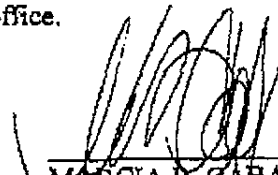
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said act:

First -- That ADRIANBUILDERS AT ESTERO, INC., desiring to organize under  
the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation  
at City of Miami, County of Miami-Dade, State of Florida, has named MARCIA B. CABALLERO,  
ESQ. located at 9192 Coral Way, Suite 201, City of Miami, County of Miami-Dade, State of Florida,  
as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service 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 relative to keeping open said office.

  
MARCIA B. CABALLERO  
Registered Agent  
JUN 28 2004 09:38  
JUN 28 2004 09:38

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