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Division of Corporations

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Florida Department of State
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DOMESTICATION

MAESTRE COMPANY, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Katharine Harris
Secretary of State

February 7, 2000

FILINGS

SUBJECT: MAESTRE COMPANY, INC.
REF: W00000003351

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PLEASE VERIFY THE ADDRESS OF "824 HERITAGE DRIVE" IN THE DOCUMENT. IN ARTICLE FIVE THE CITY IS FT LAUDERDALE AND ALL OF THE OTHER PLACES IT IS WESTON. WHICH IS IT?

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H00000005944
Letter Number: 900A00006162

Teresa change articles
from Ft Laud to
Weston

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, Luis Contramaestre, President of Maestre Company, Inc., a foreign corporation incorporated under the Companies Act of Barbados, does hereby file this certificate of domestication in accordance with Florida Statutes, Section 607.1801, and certifies:

1. The date on which the corporation was first formed was February 27, 1991.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Barbados.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was/is MAESTRE COMPANY, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Florida Statutes 607.0202 and 607.0401 with this certificate of domestication is MAESTRE COMPANY, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Barbados.
6. The undersigned, as President of Maestre Company, Inc., am authorized to sign this certificate of domestication on behalf of the Corporation and have done so on this 3rd February, 2000.


LUIS CONTRAMAESTRE
President, Maestre Company Inc.

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ARTICLES OF INCORPORATION
OF
MAESTRE COMPANY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is MAESTRE COMPANY, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
CAPITALIZATION

The total number of shares of stock, which shall be of a single class, which the Corporation shall have authority to issue two hundred nineteen thousand (219,000) shares of common stock and such shall have a par value of One Dollar (\$1.00) each or as subsequently determined by the Board of Directors of the Corporation.

All of the Corporation's issued stock of all classes, exclusive of treasury shares, shall be held of record by not more than seventy-five (75) persons, none of whom shall be foreign citizens. The Corporation shall make no public offering of any of its stock of any class which would constitute a public offering within the meaning of the Securities Act of 1933, as it may be amended from time to time. All of the issued stock of all classes may be subject to such restrictions on transfer as shall be permitted by law and as shall be provided in a written agreement among all the shareholders of each class of stock or among such holders and the Corporation; provided that no stock of any class may be issued until such agreement shall be in effect providing for at least one of the restrictions on transfer permitted by Florida Law; provided further that at least one of such

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restrictions must remain in effect as to each class at all times while the Corporation is a close corporation.

Each holder of any of the shares of the capital stock of the corporation shall be entitled to a preemptive right to purchase or subscribe for any un-issued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, or carrying any rights to purchase stock of any class, whether said un-issued stock shall be issued for cash, property, or any other lawful consideration, and, without limitation of the foregoing, shall have such a preemptive right with respect to shares or other securities offered for sale if they (a) are issued or optioned by the board of directors to effect a merger or consolidation or for a consideration other than cash; and (b) are part of the shares or other securities of the corporation originally authorized in its certificate of incorporation in excess of the first thousand shares which are issued, and are issued, sold or optioned within two years from the date of filing said certificate.

The stock of the corporation shall be section 1244 stock as defined and described in the Internal Revenue Code of 1986.

ARTICLE FIVE PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The street address of the initial principal office and the registered office of the corporation is 824 Heritage Drive, ~~WESTON~~, Florida 33326. The name of its initial registered agent at such address is Luis Contramaestre.

ARTICLE SIX DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one, whom shall serve until the first annual meeting of the stockholders of the corporation, or until his successor is elected and qualified. The name and address of each person who is to serve as a member of the initial board of directors is:

Luis Contramaestre 824 Heritage Drive, Weston, FL 33326

ARTICLE SEVEN MANAGEMENT

The business of the Corporation may be managed by the either a board of directors or by the stockholders of the Corporation. If the corporation is to be managed by the stockholders such stockholders being deemed to be directors for purposes of applying the provisions of the law of the State of Florida. The stockholders may enter into any written agreement concerning the conduct of the business and affairs of the Corporation as shall be permitted by the law of the State of Florida and which shall not be inconsistent with the certificate of incorporation. Except as otherwise provided by statute, or in this certificate of incorporation, any action which might have been taken

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by a vote of the stockholders at a meeting thereof may be taken with the written consent of such of the holders of the stock who would have been entitled to vote upon the action if a meeting were held as have not less than the minimum percentage of the total vote required by statute for the proposed corporate action; provided that prompt notice shall be given to all stockholders of the taking of such corporate action without a meeting if less than unanimous written consent is obtained.

ARTICLE EIGHT BY-LAWS

The stockholders may by majority vote make, adopt, alter, amend and repeal from time to time By-Laws of the Corporation which shall govern to the extent not inconsistent with any statute, this certificate of incorporation or any valid agreement among the stockholders.

ARTICLE NINE INCORPORATORS

The name and address of each incorporator is:

Luis Contramaestre 824 Heritage Drive, Weston, FL 33326

Executed by the undersigned at Miami, Florida, on this 3rd day of February, 2000.


LUIS CONTRAMAESTRE

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

The foregoing instrument was acknowledged before me on this 3rd day of February, 2000, by Luis Contramaestre, who is personally known to me or who produced _____ and who did take an oath.

My Commission expires:



Sergio A. Pagliery
My Commission CC599834
Expires November 7, 2000


NOTARY PUBLIC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

MAESTRE COMPANY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS
LOCATED IN THE CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS
NAMED LUIS CONTRAMAESTRE, LOCATED AT 824 HERITAGE DRIVE,
WESTON, BROWARD COUNTY, STATE OF FLORIDA 33326, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS.

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 I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


LUIS CONTRAMAESTRE
Registered Agent

Date: 3rd February 2000

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