

PO0000016500

Martha Somohano  
6615 Nerva Street  
Coral Gables, FL 33027

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

*I added suffix  
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FILED  
OFFICE OF THE  
CLERK OF THE  
STATE  
OF FLORIDA  
TALLAHASSEE  
FEB 11 AM 10:43

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2-16-00  
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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
CASTELLO DI ARTE, Inc.**

**ARTICLE I-NAME**

The name of this corporation is Castello Di Arte, Inc.

**ARTICLE II-DURATION**

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the incorporated under the Laws of Florida General Corporation Act.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of Florida General Corporation Act.

**ARTICLE IV-CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$0.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorized and/or issue additional shares.

**ARTICLE V-PREEMPTIVE RIGHTS**

Every shareholders, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

**ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 6615 Nervia Street, Coral Gables, Florida 33146, and the name of the initial Registered Agent of this Corporation is Alessandra Marquez-Tello. The principal place of business is 6615 Nervia Street, Coral Gables, Florida 33146.

**ARTICLE VII-INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of initial officer and director of this corporation is:

Alessandra Marquez-Tello  
6615 Nervia Street  
Coral Gables, Florida

President Director  
Secretary and Director  
Treasurer and Director

Martha Somohano  
6615 Nervia Street  
Coral Gables, Florida 33146

Vice President and Director

**FILED**  
00 FEB 11 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII-INCORPORATOR

The name of the incorporator, signing these Articles is:

Alessandra Marques-Tello  
6615 Nervia Street  
Coral Gables, Florida 33146

ARTICLE IX-CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE X-SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI-GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO  
DISSOLUTION

The affirmative vote of fifty-one (one) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII-DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII-SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

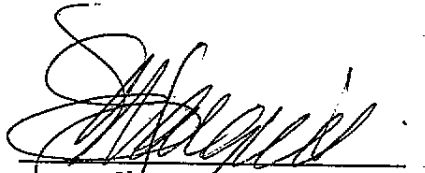
ARTICLE XIV-INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida Law.

ARTICLE XV-AMENDMENT


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

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 31<sup>st</sup> day of January, 2000.

  
Alessandra Marques-Tello  
Incorporator

STATE OF FLORIDA)  
COUNTY OF DADE)

This foregoing instrument was acknowledged before me this 31<sup>st</sup> day of January, 2000 by Alessandra Marques-Tello, as incorporator for CASTELLO DI ARTE, who personally appeared before me at the time of notarization and who is personally known to me and who did take an oath.

  
NOTARY PUBLIC, State of Florida  
Incorporator personally known to me.



NIURKA RAMOS  
My Commission CC529714  
Expires Feb. 01, 2000

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

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

FIRST, THAT CASTELLO DI ARTE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS  
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CORAL  
GABLES, STATE OF FLORIDA, 33146 HAS NAMED ALESSANDRA MARQUES-TELLO, AS REGISTERED  
AGENT, LOCATED AT 6615 NERVIA STREET, CORAL GABLES, FLORIDA AS AGENT UPON WHOM  
PROCESS MAY BE SERVED. PRINCIPAL ADDRESS OF THE BUSINESS IS 6615 NERVIA STREET,  
CORAL GABLES, FLORIDA 33146.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


SIGNATURE

  
Alessandra Marques-Tello  
Incorporator

FILED  
00 FEB 11 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

SIGNATURE

  
Alessandra Marques-Tello  
(RESIDENT AGENT)

Dated: January 31, 2000