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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850)922-4001

## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

## FLORIDA PROFIT CORPORATION OR P.A.

## COFFEE SUN OF GOLD CORPORATION

ATT: BECKY

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

**OF**

**COFFEE SUN OF GOLD CORPORATION**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE ONE**

*NAME*

The name and address of this Corporation is:

**COFFEE SUN OF GOLD CORPORATION**  
101716 S.W. 188th Street  
Miami, Florida 33157

**ARTICLE TWO**

*PURPOSE OF CORPORATION*

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

**ARTICLE THREE**

*DURATION*

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporation existence shall begin is upon filing with the Secretary of State of Florida.

**ARTICLE FOUR**

*INCORPORATOR*

The name and street address of the incorporator of this Corporation is:

Lazaro R. Diaz  
780 N.W. 42nd Avenue, Suite 621  
Miami, Florida 33126

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## **ARTICLES OF INCORPORATION**

### **ARTICLE FIVE CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

### **ARTICLE SIX VOTING RIGHTS**

Except if otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

### **ARTICLE SEVEN SHAREHOLDER RIGHTS**

Every shareholder, upon the sale for cash of any new stocks of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

### **ARTICLE EIGHT INITIAL BOARD OF DIRECTORS**

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name(s) and addresse(s) of the initial director(s) of this corporation is/are:

**HERNAN D. SANCHEZ**  
*Director*

Calle 40A Numero 81A85, Apt. 334  
Bogata, Columbia, South America

### **ARTICLE NINE AMENDMENTS**

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

**ARTICLES OF INCORPORATION**

**ARTICLE TEN  
BOARD OF DIRECTORS RIGHTS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation is also a director or an officer of such corporation or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of his corporation which shall authorize any such contract or transaction with like force and effect as if he

**ARTICLE ELEVEN  
BY-LAWS**

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

**ARTICLE TWELVE  
INITIAL PRINCIPAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Principal Registered Office of this corporation is:  
780 N.W. 42nd Avenue, Suite 621, Miami, Florida 33126, and the name of the Initial Registered Agent of this corporation is : Diaz & Associates, Inc.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this February 25, 2000.

  
Lazaro R. Diaz - Incorporator

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**CERTIFICATE DESIGNATING ( OR CHANGING) 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 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

*First - That* **COFFEE SUN OF GOLD CORPORATION** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida has named **DIAZ & ASSOCIATES, INC.**, at the following address; 780 N.W. 42nd Ave., Suite 621, Miami, in the County of 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 state 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.

*Diaz & Associates, Inc.*

By: \_\_\_\_\_

*Alina M. Diaz*  
Alina M. Diaz - President

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