

Charter Number On

1-800-36461

Rubber Stamps

Requestor's Name

1762 SW 1 Street

Address

miami, FL 33135

City

State

ZIP

Phone

(305)642-8424A

L I B R A R Y

500003194825--5

-04/04/00--01044--010

*****70.00 *****70.00

CORPORATION(S) NAME

~~Florida Corporation~~

RECEIVED
00 APR -4 AM 9:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

| | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |

| | |
|----------------|--|
| Name | |
| Availability | |
| Document | |
| Examiner | |
| Updater | |
| Verifier | |
| Acknowledgment | |
| W.P. Verifier | |

FILED
00 APR 11 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W00-9027



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 2000

EMPIRE

SUBJECT: J. AND J. CORPORATION
Ref. Number: W00000009027

We have received your document for J. AND J. CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 100A00018541

RECEIVED
00 APR 11 AM 9:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 APR 11 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ML & JORGE CORPORATION

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

ML & JORGE CORPORATION

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

10070 SW 28 ST
Miami, FL 33165

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of ⁷⁰⁰⁰ shares, having a par value of \$ ~~200000~~ 100 ^{JP}

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Shares of Stock in this Corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

*Jose' Manuel Curiel
825 SW, 44 Ave. A-102
Miami, FL 33134*

ARTICLE VII

The initial board of Directors shall consist of a total of person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

- 1- Jose Manuel Curial
825 SW, 44 Ave. A-102
Miami, FL. 33144 - - - - - President.
- 2- Jorge Mesa
13920 SW, 71 LN
Miami, FL. 33183 - - - - - Vice President.

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation shall be:

José Manuel Curial
825 SW, 44 Ave. A-102
Miami, FL. 33144.

The undersigned has executed these Articles of Incorporation this 03 day of April, 192000



INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that ML & JORGE CORPORATION
(Name of Corporation)
desiring to organize under the laws of the State of FL.
(Florida)
with its principal office, as indicated in the articles of
incorporation has named Jose Manuel Curial
(Name of Registered Agent)
located at 825 SW, 44 Ave A-102
City of Miami County of United States
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

Registered Agent

FILED
00 APR 11 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA