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To:

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

**EFFECTIVE DATE**

06-11-00

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

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TALLAHASSEE, FLORIDA

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

**M&M INVESTMENT OF MIAMI, INC.**

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

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EFFECTIVE DATE  
06-16-00

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**ARTICLES OF INCORPORATION**

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF  
A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO  
THE FLORIDA GENERAL CORPORATION ACT.

**ARTICLE I**

**CORPORATE NAME**

THE NAME OF THIS CORPORATION SHALL BE M&M INVESTMENT OF MIAMI, INC.

**ARTICLE II**

**NATURE OF CORPORATE BUSINESS**

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED  
UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III**

**CAPITAL STOCK**

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE  
HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE  
SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR  
(\$1.00).

**ARTICLE IV**

**INITIAL CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN  
BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS.

PREPARED BY: CORDERO CPA P.A.  
ALFONSO CORDERO  
8025 NW 36 STREET STE. 302  
MIAMI, FLORIDA 33166

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**ARTICLE V**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN JUNE 16, 2000.

**ARTICLE VI**

**PRINCIPAL OFFICE AND REGISTERED AGENT**

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

9321 SW 163 AVENUE  
MIAMI, FLORIDA 33196

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

ALFREDO MARTINEZ  
9321 SW 163 AVENUE  
MIAMI, FLORIDA 33196

**ARTICLE VII**

**DIRECTOR**

THIS CORPORATION SHALL HAVE FIVE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ALFREDO MARTINEZ  
9321 SW 163 AVENUE  
MIAMI, FLORIDA 33196

MARCOS PIMENTEL  
9321 SW 163 AVENUE  
MIAMI, FL 33196

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MONICA MARTINEZ  
9321 SW 163 AVENUE  
MIAMI, FLORIDA 33196

YADIRA MARTINEZ  
AVENIDA 22 CALLE 83  
RESIDENCIA LA PAZ APT 5B  
MARACIBO, ZULIA, VENEZUELA

MARTIN MARTINEZ  
AVENIDA 22 CALLE 83  
RESIDENCIA LA PAZ APT 5B  
MARACAIBO, ZULIA, VENEZUELA

**ARTICLE VIII****BOARD MEMBERS**

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS  
AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
ALFREDO MARTINEZ	PRESIDENT
MARCOS PIMENTEL	VICE-PRESIDENT
MONICA MARTINEZ	TREASURER
YADIRA MARTINEZ	SECRETARY
MARTIN MARTINEZ	SUB-SECRETARY

**ARTICLE IX****SUBSCRIBER**

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF  
INCORPORATION IS AS FOLLOWS:

ALFREDO MARTINEZ  
9631 SW 163 AVENUE  
MIAMI, FLORIDA 33196

**ARTICLE X****PREEMPTIVE RIGHTS**

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE  
OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A  
BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR

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A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

**ARTICLE XI****AMENDMENT**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

**ARTICLE XII**

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 16 DAY OF JUNE, 2000.

  
AFREDO MARTINEZ

**ACKNOWLEDGMENT**

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
ALFREDO MARTINEZ

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