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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/10/00--01121--016
*****87.50 *****87.50

SUBJECT: HALABY INTERNATIONAL CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of Status

☐ \$78.75
Filing Fee

Certified
& Certified Copy

☒ \$87.50
Filing Fee,

Copy & Certificate
of Status

ADDITIONAL COPY REQUIRED

FROM: PABLO E. LENSE, ESQUIRE
Name (Printed or typed)

901 PONCE de LEON BLVD., SUITE 305
Address

Coral Gables, FL 33134
City, State & Zip

(305) 461-4277
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 10 AM 9:56

FILED

† BROWN JUL 12 2000

**ARTICLES OF INCORPORATION
OF
HALABY INTERNATIONAL CORPORATION**

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

**ARTICLE I
NAME**

The name of the Corporation is Halaby International Corporation

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

3505 Oaks Way, Suite 110
Pompano Beach, Florida 33069

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TALLAHASSEE FLORIDA

Articles of Incorporation
Page 2

The name of the registered agent at such address is:

Alejandro Gutierrez

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

3505 Oaks Way, Suite 110
Pompano Beach, Florida 33069

**ARTICLES VIII
DIRECTORS**

The initial board of directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the sole member of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Luis Fernando Arboleda-Halaby	Calle 20B Sur No. 27206 Casa 412 Medellin, Colombia
David Melo	Calle 12 No. 52A53 Medellin, Colombia

**ARTICLES IX
INCORPORATOR**

The name and address of the incorporator is :

<u>NAME</u>	<u>ADDRESS</u>
Alejandro Gutierrez	3505 Oaks Way, Suite 110 Pompano Beach, Florida 33069

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER
PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLES XII
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing referred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 06 day of July, 2000.


INCORPORATOR

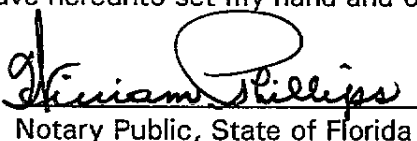
STATE OF FLORIDA:

: ss

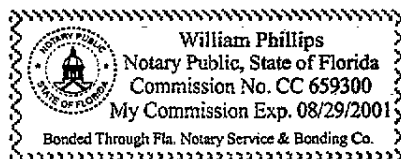
COUNTY OF DADE :

ON THIS 6th day of July, 2000, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared Alejandro Gutierrez, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained: (Passport)

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.


Notary Public, State of Florida

My Commission Expires:



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

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00 JUL 10 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST - THAT HALABY INTERNATIONAL CORPORATION
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF

POMPANO BEACH, STATE OF FLORIDA, HAS NAMED ALEJANDRO GUTIERREZ,
(NAME OF REGISTERED AGENT)

LOCATED AT 3505 Oaks Way, Suite 110, Pompano Beach, FL 33069.
(STREET ADDRESS AND NAME OF BUILDING)

CITY OF POMPANO BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS.

SIGNATURE

[Signature]

TITLE

Vice - president
(CORPORATE OFFICER)

DATE

July 06/2000

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.

SIGNATURE

[Signature]
ALEJANDRO GUTIERREZ, REGISTERED AGENT

DATE

July 06/2000