

**Procede 7m7**

**LAZARUS CORPORATE FILING SERVICE**

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

900003331039--3

-07/21/00--01010--006

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

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

☒ Walk in ☒ Pick up time 2.00

☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

FILED  
00 JUL 25 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
00 JUL 21 AM 10:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 21, 2000

LAZARUS

MIAMI, FL

SUBJECT: SYLMAN CORPORATION  
Ref. Number: W00000018274

We have received your document for SYLMAN CORPORATION. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please complete Article(s) IV.

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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 500A00040059

RECEIVED  
00 JUL 25 AM 10:15  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 JUL 25 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**SYLMAN 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 in compliance with Chapter 607, Florida Statutes.

**ARTICLE I**

The name of the corporation shall be: SYLMAN 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 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 as a profit organization in the area of selling sandwiches.:
- (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, mortgage, 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 section 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, 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 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 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 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 Statute 607;

#### ARTICLE IV

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

MANUEL MARTINEZ-SOHR  
8700 SW 133 AVENUE ROAD  
APT. 415  
MIAMI, FL 33183

#### ARTICLE V

The initial Board of Directors shall consist of a total of four persons and the name and address of the persons who are to serve as initial directors are:

1. Jorge F. Sanchez, President
2. Maida C. De La Cruz, Vice President/Treasurer
3. Aracelys Pedierro, Secretary

The method of election of officers and directors shall be stated in the bylaws.

8700 S.W. 133 AVENUE ROAD APT. 415 MIAMI, FL 33183

The corporation shall issue 100 shares of common stock at \$1.00 par value.

ARTICLE VI

The address of the principal office of this corporation is:

13770 SW 17<sup>th</sup> Terrace  
Miami, FL 33175

ARTICLE VII

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

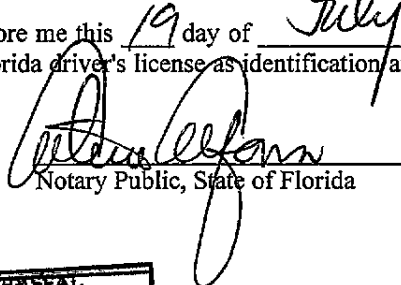
Manuel Martinez-Sohr  
13770 SW 17<sup>th</sup> Terrace  
Miami, FL 33175

19 IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this  
day of July, 2000.

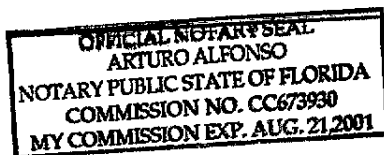
  
Manuel Martinez-Sohr

STATE OF FLORIDA           )  
  ) ss  
COUNTY OF MIAMI-DADE   )

The foregoing instrument was acknowledged before me this 19 day of July, 2000, by  
who is personally known to me or who has produced a Florida driver's license as identification and who did/did not  
take an oath.

  
Notary Public, State of Florida

My Commission Expires:



**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 SYLMAN, CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, MANUEL MARTINEZ-SOHR hereby accepts to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

  
\_\_\_\_\_  
MANUEL MARTINEZ-SOHR

**FILED**  
00 JUL 25 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA