

P000000086124

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000047933 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

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

FLORIDA PROFIT CORPORATION OR P.A.

BARONA ENTERPRISES, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 12 PM 12:58

B. McKnight SEP 12 2000

H000000047933
ARTICLES OF INCORPORATION OF

BARONA ENTERPRISES, CORP.

ARTICLE I NAME

The name of this corporation is **BARONA ENTERPRISES, CORP.**

ARTICLE II DURATION

This corporation will have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business allowed under the laws of the United states and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which will be designated "Common Shares."

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation will have the right to purchase his prorata shares of it (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

H000000047933

PREPARED BY:

CARLOS MACEDO, ACCOUNTANT
C&S INTERNATIONAL GROUP, INC.
9745 MILLER DRIVE
MIAMI, FL 33165
TEL.: (305) 412-0829
FAX: (305) 412-0864

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 12 PM 12:58

H00000047933

ARTICLE VI

LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be at, 20241 SW 124TH Pl., Miami, Florida 33177. The Board of Directors may from time to time designate other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation will have TWO (2) Directors initially. The number of Directors may be increased or diminished from time to time according to Bylaws adopted by the stockholders. The name and addresses of the initial Boards of Directors of this corporation are:

NAME	ADDRESS
Felix R. Barona President/ Treasurer	20241 SW 124 Pl. Miami Fl. 33177
Maria Teresa Cock Executive VP / Scy.	20241 SW 124 Pl. Miami, Fl. 33177

ARTICLE VIII

SUBSCRIBERS

The name and street address and the number of shares of stock subscribed to by the person signing these Articles of Incorporation is:

NAME	ADDRESS	NO OF SHARES
Felix R. Barona President / Treasurer	20241 SW 124 Pl. Miami, Fl. 33177	50 %
Maria Teresa Cock Executive VP / Scy.	20241 SW 124 Pl. Miami Fl. 33177	50 %

H00000047933

H00000047933

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he will sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI

INDEMNIFICATION

The corporation will indemnify any officer or director, to the full extent allowed by law.

ARTICLE XII

DISSOLUTION

The corporation may be dissolved any time on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On a dissolution the corporate property and assets will, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIII

INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 9745 Miller Dr., Miami, FL. 33165 and the name of the initial registered agent of this corporation at that address is Carlos Macedo

H00000047933

H00000047933

IN WITNESS WHEREOF, the undersigned being the original subscriber, to the capital stock here in above named for forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 16th day of May, 2000



Felix R. Barona
President / Treasurer



Maria Teresa Cock
Executive VP / Scy.

H00000047933

H000000047933

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

In a pursuance to the provisions of sections 607.0501 or 617.0501, Florida Statutes.

1. - The undersigned corporation, Barona Enterprises, Corp. Desiring to organized under the laws of the State of Florida, with its principal office located at, 20241 SW 124th PL., Miami FL 33177, Miami-Dade County, State of Florida, 33177, as indicated in the Articles of Incorporation.

2. - Has named Mr. Carlos Macedo, located at 9745 Miller Drive, City of Miami, County of Miami-Dade, State of Florida, 33165 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 appoint 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.



Carlos Macedo

H000000047933

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 12 PM 12:58