

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8876 • 1-800-342-8062 • Fax (850) 222-1222

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nellfort, inc.

500003398785-5  
-09/20/00--01003--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

✓ Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
Cert. Copy \_\_\_\_\_  
✓ Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

00 SEP 20 AM 10:35  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 SEP 20 AM 9:44  
RECEIVED  
DIVISION OF CORPORATION  
T. SMITH SEP 20 2000

Signature \_\_\_\_\_

Requested by: SZ

Name \_\_\_\_\_

9/20/00

Date

8:50

Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

FILED

00 SEP 20 AM 10:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
NELLFORT, INC.

The undersigned subscribers to these Articles of Incorporation each natural person competent to contract, hereby associate themselves to form a corporation under the law of the State of Florida.

ARTICLE I: NAME

The name of this corporation is:

NELLFORT, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on are:

1. Operation of a restaurant/cafeteria, take out service of meals by the pounds, delivery of meals and catering services, retail and wholesale.

2. Purchase and sale of merchandise retail and wholesale for import and for export and manufacture and assembly of products of any kind.

3. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

4. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgage, bills or exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

1000 shares at 1 dollar par value

ARTICLE IV: AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than the minimum required by law if any.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI: ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

9900 S.W. 3rd Street, Miami, FL 33174

The Board of Director(s) may from time to time move the principal office to any other address in the State of Florida, and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII: . DIRECTOR(S)

This corporation shall have 2 director(s) initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII: . INITIAL BOARD OF DIRECTOR(S)

The name(s) and post office addresse(s) of the member(s) of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successor(s) are elected and have qualified, are:

NELLY HIDALGO de FORTUNY  
9900 S.W. 3rd Street  
Miami, FL 33174

ECUATRONIX USA, INC.  
2200 N.W. 102nd Avenue  
Miami, FL 33172

ARTICLE IX: SUBSCRIBERS

The name(s) and post office addresse(s) of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

NELLY HIDALGO de FORTUNY  
9900 S.W. 3rd Street  
Miami, FL 33174

500 shares  
Good and Valuable  
consideration

ECUATRONIX USA, INC.  
2200 N.W. 102nd Avenue  
Miami, FL 33172

500 Shares  
Good and Valuable  
consideration

ARTICLE X: 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 Stockholder, and approved at the Stockholders' meeting by a majority of the stockholders of the stock entitled to vote thereon.

ARTICLE XI: DESIGNATION OF RESIDENT AGENT

That NELLY HIDALGO de FORTUNY  
located at 9900 S.W. 3rd Street City of MIAMI  
State of Florida, is hereby named resident agent for this  
Corporation to be its agent and to accept service of process  
within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for  
NELLFORT, INC. at the place  
designated in this Article, I hereby accept to act in this  
capacity, and agree to comply with the provision of said act  
relative to keeping open said office.

By: Nelly Hidalgo  
(Resident Agent)

WE, THE UNDERSIGNED, being each and all of the original  
subscribers to the capital stock hereinabove named for the purpose  
of forming a corporation for profit to do business both within and  
without the State of Florida, do hereby make, subscribe,  
acknowledge and file this certificate, hereby declaring and  
certifying that the facts herein stated are true, and do  
respectively agree to take the number of shares of stock herein  
above set forth as to each of us, and accordingly have hereunto  
set our hands and seals this 12<sup>TH</sup> day of September, 2000.

Nelly Hidalgo  
NELLY HIDALGO DE FORTUNY

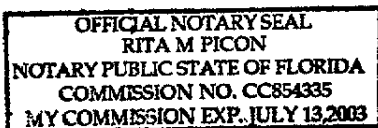
ECUATRONIX USA, INC.

By: Hermenegildo Fortun  
HERMENEGILDO FORTUNY  
President

STATE OF FLORIDA       )  
                                  SS:  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to administer oaths and take acknowledgments, personally appeared NELLY HIDALGO DE FORTUNY and HERMENEGILDO FORTUNY to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation and have produced FDL# F635-628-51-501-0 and FDL# F635-320-30-309-0 as identification and who did (did not) take an oath.

WITNESS my hand and seal in the County and State named above this 12<sup>th</sup> day of September, 2000.



Rita M. Picon  
NOTARY PUBLIC, State of Florida

FILED  
00 SEP 20 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA