

Charter Number Only

VALIDATION ONLY

*Benitez & Associates*

Requestor's Name

*122 Minorea Avenue*

Address

*Corn Gables*

*FL*

*33134*

City

State

ZIP

Phone

*(305) 444-8756*  
*6500*

300003406243--7

-09/27/00--01048--005

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

CORPORATION(S) NAME

*BTC & Advertising, Inc.*

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☐ Pick Up

☐ Mail

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

*act copy*  
*Cert Copy*



Empire Toll Free: 1-800-432-3028

00 SEP 27 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 SEP 27 AM 10:22  
RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**BENITEZ & ASSOCIATES**  
A PROFESSIONAL ASSOCIATION

122 MINORCA AVENUE  
CORAL GABLES, FLORIDA 33134

DIRECT LINE: (305) 444-8756  
E-MAIL: BENITEZ@ACCESSPRO.NET

LEO BENITEZ

TELEPHONE: (305) 444-6500  
FACSIMILE: (305) 444-6215

Thursday, September 21, 2000

Via Facsimile Transmission Only

Empire Corporate Kit  
Attn. Jacky  
1492 West Flagler Street  
Suite 200  
Miami, Florida 33130

Re: BTC & ADVERTISING, INC.

Dear Jacky:

Please file the attached Articles of Incorporation with the secretary of state, to this end we have enclosed a check for the Department of State in the amount of \$78.75 and a second check for Empire Corporate Kit in the amount of \$83.07.

Please contact me if you have any questions.

Sincerely yours,  
*Leo Benítez*  
BENITEZ & ASSOCIATES

ARTICLES OF INCORPORATION  
OF BTC & ADVERTISING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of this corporation shall be: BTC & ADVERTISING, INC.

ARTICLE II -- PURPOSE

This corporation is organized for the transaction of any and all lawful business which corporations may be incorporated in the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE IV - PREEMPTIVE RIGHTS

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

ARTICLE V -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 8240 SW 210th Street, No. 314, Miami, Florida 33189.

BENITEZ & ASSOCIATES  
Leo Benitez, Esquire  
122 Minorca Avenue  
Coral Gables, Florida 33134  
Telephone No. (305) 444-6500  
Facsimile No. (305) 444-6215  
Florida Bar No. 830992

FILED  
00 SEP 27 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### ARTICLE VI -- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and principal address of the initial registered agent is: Benitez & Associates, c/o Leo Benitez, Esquire, 122 Minorca Avenue, Coral Gables, Florida 33134.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided for in the By-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

1. Asher Ashkenazi, 8240 SW 210th Street, No. 314, Miami, Florida 33189, who shall be the initial director and president.

#### ARTICLE VIII - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

#### ARTICLE IX -- INCORPORATOR

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

1. Benitez & Associates, c/o Leo Benitez, Esquire, 122 Minorca Avenue, Coral Gables, Florida 33134.

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#### ARTICLE X - BY-LAWS

The power to adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended as provided by law.

#### ARTICLE XII - VOTING RIGHTS

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock.

#### ARTICLE XIII - GENERAL OPERATION PROCEDURES

The affairs of this corporation shall be conducted by the incorporators until such time as the stock of the corporation is issued to the subscribers of the stock of this corporation. The authority of the incorporators shall include: 1) the adoption of the Articles of Incorporation, and 2) such other activities as are necessary to the administration of the affairs of this corporation during the period of time prior to the issuance of stock to the subscribers and the meeting of the first Board of Directors. Once the stock of the corporation has been issued, the affairs of this corporation shall be conducted by the stockholders and the Board of Directors according to law.

The undersigned incorporator has executed these Articles of Incorporation on September 19, 2000.

LEO BENITEZ

BENITEZ & ASSOCIATES  
Leo Benitez, Esquire  
122 Mirorca Avenue  
Coral Gables, Florida 33134  
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Florida Bar No. 830992

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: BTC & ADVERTISING, INC.
2. The name and address of the registered agent and office is: Benitez & Associates, c/o Leo Benitez, Esquire, 122 Minorca Avenue, Coral Gables, Florida 33134.

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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 positions as registered agent.

IN WITNESS THEREOF, the undersigned has executed this Certificate on September 19, 2000.

  
\_\_\_\_\_  
LEO BENITEZ, Registered Agent

**FILED**  
00 SEP 27 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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