

P000000096398

Memorandum

To: MR. and MRS. TORRES
CC: N/A
From: MERCEDES
Date: June 21, 2000
Re: FILING ARTICLES OF INCORPORATION

900003378059--5
-08/30/00--01075--002
*****78.75 *****78.75

When the Articles of Incorporation are signed and ready to be filed you must send them for filing to the following location:

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

A check must be sent along with the Articles in the sum of \$78.75 payable to the Secretary of State. About two weeks later you will receive a certified copy of the Articles and then you will go to Office Depot or Office Max to purchase your corporate book along with the corporate seal. When doing so, you must present the certified copy of the Articles.

If you have any questions, the contact number for the Secretary of State is:
(850) 487-6052.

Peyro J. TORRES
13371 S.W 142 TERRA
MIAMI, FL 33186

FILED
00 OCT 12 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 1, 2000

PEDRO J. TORRES
13371 S.W. 142 TERRACE
MIAMI, FL 33186

SUBJECT: P.F.P. GROUP
Ref. Number: W00000021623

We have received your document for P.F.P. GROUP and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 400A00046801

ARTICLES OF INCORPORATION

OF

PFP GROUP, INC.

FILED

00 OCT 12 PM 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: PFP Group, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and this State, including, but not limited to, wholesale and retail of general merchandise.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 300.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall begin business is not less than \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - STREET ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 13371 S.W. 142 Terrace, Miami, FL 33186.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTOR(S)

This corporation shall have 2 directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws but shall never have less than one (1) director.

The corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation at any time hereafter, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such

officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which a director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - DIRECTOR(S)

The name and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
PEDRO J. TORRES	13371 S.W. 142 Terrace Miami, FL 33186
MARIA R. TORRES	13371 S.W. 142 Terrace Miami, FL 33186

ARTICLE IX - SUBSCRIBER(S)

The name and address of each subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
PEDRO J. TORRES	13371 S.W. 142 Terrace Miami, FL 33186

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 stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

**ARTICLE XI - DATE OF COMMENCEMENT
OF CORPORATION EXISTENCE**

The date of commencement of corporate existence of this corporation shall be upon filing with the Secretary of State.

ARTICLE XII - INTERNAL REVENUE ELECTION

It is the intention of this corporation to elect to take

advantage of the provisions of the Internal Revenue Code Section 1244 with respect to the issuance of the stock of this corporation.

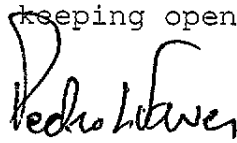
ARTICLE XIII - REGISTERED AGENT DESIGNATION

Pursuant to Chapter 607.1006, Florida Statutes, the following is submitted in compliance with said Act:

First: That PFP Group, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as designated in these Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named PEDRO J. TORRES as its agent to accept service of process within the State at the corporation's initial registered office, located at 13371 S.W. 142 Terrace, Miami, FL 33186.

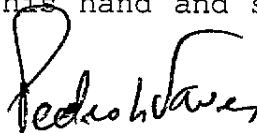
ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



PEDRO J. TORRES

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set his hand and seal, this 5 day of OCTOBER, 2000.



PEDRO J. TORRES

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

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared PEDRO J. TORRES, to me known to be the persons described as subscriber(s) herein and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal, in the County and State named above, this 5 day of Oct, 2000.

Notary Public - State of Florida

My commission expires:

