

PO0000098417

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.

(((H00000054963 4)))

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

FILED
00 OCT 18 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

interatlantic investments and development, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 18, 2000

EMPIRE

SUBJECT: INTERATLANTIC INVESTMENTS AND DEVELOPMENT, INC.
REF: W00000025203

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THERE IS NO CITY LISTED IN ANY OF THE ARTICLES.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: E00000054963
Letter Number: 200A00054707

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

#00000054963

ARTICLES OF INCORPORATION

FILED
00 OCT 18 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be: **INTERATLAN INVESTMENTS AND DEVELOPMENT, INC.**

ARTICLE II

PURPOSE OF CORPORATION

The Corporation shall engage in any and lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be at 5600 Poinsettia Avenue Suite 2210, West Palm Beach, FL 33407.

ARTICLE IV

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: **STEFANO COLASANTI EMILLANI** 5600 Poinsettia Avenue Suite 2210, West Palm Beach, FL 33407.

ARTICLE V

CORPORATE CAPITALIZATION

V.1 The maximum numbers of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE CENT (\$ 0.01)**.

V.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

V.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

#00000054963

1100000054963

V.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VI
SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of the stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE VII
PURPOSE OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VIII
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IX
REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purpose, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the corporation shall have notice thereof.

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 5600 Poinsettia Avenue Suite 2210, West Palm Beach, FL 33407. The name and Florida street address of the initial registered agent are: STEFANO COLASANTI EMILIANI 5600 Poinsettia Avenue Suite 2210, West Palm Beach, FL 33407.

ARTICLE XI
BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who

1100000054963

H000000054963

would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

ARTICLE XII
EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIII
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statute of the State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this the 18th day of October, 2000

Stefano Colasanti Emiliani
Stefano Colasanti Emiliani, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 18 AM 9:04

FILED

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

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 appointment as registered agent and agree to act in his 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 under the applicable provisions of the Florida Statutes.

Stefano Colasanti Emiliani
Stefano Colasanti Emiliani, Registered Agent

H000000054963