

P00000 102034

Requester's Name \_\_\_\_\_

Address \_\_\_\_\_

City/State/Zip \_\_\_\_\_ Phone # \_\_\_\_\_

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) **800003443498--7**  
-10/30/00--01090--014 \*\*\*\*\*78.75 \*\*\*\*\*78.75

2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

FILED  
 OCT 30 AM 10:46  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials *gy* 10/31

**ARTICLES OF INCORPORATION**

**OF**

**AMER CORPORATION**

**FILED**  
00 OCT 30 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the Purposes hereinafter stated, hereby make, subscribe and Acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**AMER CORPORATION.**

**ARTICLE II**

**DURATION**

This corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

**ARTICLE III**

**NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States of America and of The State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The total subscribed capital stock of this corporation shall consist of Five Hundred (500) shares of common stock having a par value of one dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United State of America, or in property, labor or service, rendered or to be rendered pursuant to written agreement in accordance with Florida Statutes Chapter 607, at a valuation to be fixed by the shareholders or Board of directors, in the manner provided for by statute.

**ARTICLE V**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorated shares Thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE & AGENT**

The address of the initial registered office of the corporation is located at **3000 S. OCEAN DR. # 2-G, HOLLYWOOD, FL 33019** and the name of the initial registered agent of this corporation at this address is **ALVARO MERCHAN**

**ARTICLE VII**

**DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Board of Directors of this Corporation is:

<p><b>ALVARO MERCHAN</b> <b>3000 S. OCEAN DR. # 2-G</b> <b>HOLLYWOOD, FL 33019</b></p>
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The shareholders or directors shall elect a President, Secretary and Treasurer and such other corporate Officers from time to time as deemed advisable. It shall not be necessary for any Officer or director to own stock in the corporation.

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

<b>ALVARO MERCHAN</b> <b>3000 S. OCEAN DR. # 2-G</b> <b>HOLLYWOOD, FL 33019</b>
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**ARTICLE IX**  
**MANAGEMENT**

The business of this corporation may be conducted by its Shareholders rather than by the Board of Directors. And managed by the shareholders, then an act authorized by fifty one percent (51%) vote of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders.

**ARTICLE X**  
**ELECTION BY A SMALL BUSINESS CORPORATION**

This corporation reserves the right to elect to qualify as a "Small business corporation" under Subchapter S of the Internal Revenue Code for income tax purposes.

**ARTICLE XI**  
**DIRECTORS QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of fifty one percent (51%) of the directors present, or, if a director or directors have abstained from voting because of an interest in the Matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

## **ARTICLE XII**

### **TRANSACTIONS BETWEEN RELATED CORPORATION**

No contract or transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

## **ARTICLE XIII**

### **BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal bylaws at their pleasure, so long as such bylaws are in accordance with the laws of the state of Florida.

## **ARTICLES XIV**

### **SHAREHOLDERS QUORUM AND VOTING**

Fifty one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the Fifty One (51%) percent of the shares represented at the meeting and entitled to vote on the matter shall be the act of the shareholders.

## **ARTICLE XV**

### **INDEMNIFICATION**

The corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

**ARTICLE XVI**

**AMENDMENTS**

This corporation reserves the rights to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholdres herein are granted subject to this reservation.

**ARTICLE XVII**

**PRINCIPAL OFFICER AND MAILING ADDRESS**

The principal office and mailing address for this corporation  
Is:

3000 S. OCEAN DR. # 2-G  
HOLLYWOOD, FL 33019

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand  
And seal this Thursday, October 26, 2000.

  
Incorporator, ALVARO MERCHAN

(STATE OF FLORIDA

SS.

COUNTY OF BROWARD)

**I HEREBY CERTIFY** that on this Thursday, October 26, 2000 before Me, a notary public, authorized in the State and County named Above to take acknowledgements, personally appeared **ALVARO MERCHAN** to me well known to be the person described as Incorporator, in and who executed the forgoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation, and the facts therein are truly set Forth.

**WITNESS** my hand and official seal at Miami, Dade County, Florida,

The year and day aforesaid.

  
NOTARY PUBLIC, STATE OF FLORIDA



Milton G Omier  
My Commission CC067841  
Expires September 19, 2004

FILED

00 OCT 30 AM 10:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESIDENT  
CERTIFICATE**

In pursuant of Chapter 84.0091, Florida Statutes, the following is submitted in compliance with Said Act:

FIRST: That **AMER CORPORATION** desiring to organize under the law of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the city of Hollywood, County of Broward, State of Florida, has named **ALVARO MERCHAN** as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Stated corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of Said Act relative to keeping open Said Office.



**REGISTERED AGENT**  
Thursday, October 26, 2000

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