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October 24, 2000

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\*\*\*\*\*122.50 \*\*\*\*\*78.75

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Articles of Incorporation of Fedora, Inc.**

Dear Sir/Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation of Fedora, Inc., a Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the filing fee.

Please return a copy of the Articles in the enclosed self-addressed stamped envelope once they have been filed.

Thank you for your attention to this request.

Sincerely,



ANA COBO  
AC:mra

Enclosures

FILED  
00 NOV -2 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CO 11-2

**ARTICLES OF INCORPORATION  
OF  
FEDORA, INC.**

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00 NOV -2 PM 3: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

**ARTICLE I**

The name of the corporation shall be: Fedora, Inc.

**ARTICLE II**

The general nature of the business and the object and purposes proposed to be transacted and carried on are to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100 shares at no par value.

**ARTICLE IV**

This corporation shall exist perpetually unless sooner dissolved according to the law and said corporation's existence shall commence on the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE V**

The initial street address of said corporation shall be: 1800 N.E. 114<sup>th</sup> Street, Suite 601, Miami, Florida 33161.

**ARTICLE VI**

The number of directors of this corporation shall not be less than two (2) nor more than five (5). The corporation shall initially have two (2) directors.

## ARTICLE VII

The corporation shall be managed by a Board of Directors unless the stockholders, by a majority vote hereafter, determine that the corporation shall be managed by the stockholders. If the corporation is managed by directors, the exact number of directors shall be determined by the stockholders from time to time, but at no time shall there be less than two (2) directors. At no time shall the corporation be managed by the stockholders unless there is at least one (1) stockholder.

## ARTICLE VIII

Any restrictions imposed by the corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares of which the restriction applies.

## ARTICLE IX

The names and addresses of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are elected, shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICES</u>
RANDI FEDER	1800 N.E. 114 <sup>th</sup> Street, Suite 601 Miami, FL 33161	President
ANA COBO	1000 Quayside Terrace, Suite 1609 Miami, FL 33138	Vice President

## ARTICLE X

These Articles may be amended, when approved by a majority of the directors and stockholders.

The corporation shall indemnify directors or officers, or subscribers and their heirs and assigns, against all expenses, actually and necessarily incurred in connection with the defense or settlement of

any claim, action, suit or proceeding in which they, by reason of being or having been directors or officers, except in relation to matters as to which any such directors or officers shall be adjudged to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification may be entitled under the law, or by-law, agreement, vote of stockholders, or otherwise.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever.

#### ARTICLE XI

The Registered Agent to accept service of process within this State for said corporation shall be: BLANCA M. COBO, Vice President, c/o Kislak National Bank, 13470 N.W. 7<sup>th</sup> Avenue, FL 33168.

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

Blanca M. Cobo  
BLANCA M. COBO

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber(s) to the capital stock hereinabove named and the incorporators, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 25 day of OCTOBER, 2000.

Blanca M. Cobo  
BLANCA M. COBO

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

BEFORE ME, the undersigned authority, personally appeared BLANCA M. COBO, to me well known to be the individual described herein and who executed the foregoing Articles of Incorporation, and who has acknowledged before me that he executed the same for the purposes therein expressed.

\_\_\_\_\_ personally known; or

  X   produced FLA D.L. as identification C 100-077-40-878-0

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Miami-Dade County, Florida on this 25 day of OCTOBER, 2000.

  
\_\_\_\_\_  
Notary Public, State of Florida

ELIZABETH WILLIAMS  
Print Name

My Commission Expires:



Elizabeth E. Williams  
Commission # CC 925953  
Expires April 6, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.