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Florida Department of State
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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

FLORIDA PROFIT CORPORATION OR P.A.

estrella del sur, inc.

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ARTICLES OF INCORPORATION
OF
ESTRELLA DEL SUR, INC., A FLORIDA CORPORATION

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I
(CORPORATE NAME)

The name of the Corporation shall be:

ESTRELLA DEL SUR, INC.

ARTICLE II
(MAILING ADDRESS AND PRINCIPAL OFFICE)

The corporation's mailing address is:

5200 SW 8 Street, Suite D
Coral Gables, FL 33341

ARTICLE III
(NATURE OF CORPORATE BUSINESS)

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida, including but not limited to the following:

(a) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of Real and Personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

(b) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(c) To purchase the corporate assets of any other corporation and engage in the same or other character or business.

(d) To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any binds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(e) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

Prepared by:

Rafael Ubieta, Esq.
Ubieta & Associates, P.A.
7171 Coral Way
Suite 303
Miami, FL 33155
(305) 267-8181
Florida Bar No. 132373

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**ARTICLE IV
(CAPITAL STOCK)**

This Corporation is authorized to issue a maximum of One Hundred (100) shares of Stock. The shares of stock authorized Shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V
(INITIAL CAPITAL)**

The amount of capital with which this Corporation will begin business is not less than ONE HUNDRED (\$100.00) U.S. dollars.

**ARTICLE VI
(INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE)**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

RAFAEL UBIETA, ESQ.
UBIETA & ASSOCIATES, P.A.
7171 Coral Way, Suite 303
Miami, Florida 33155

**ARTICLE VII
(BOARD OF DIRECTORS)**

The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than One (1) Director at any time.

**ARTICLE VIII
(INITIAL DIRECTORS)**

The names and post office address of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Raul Riveiro	5200 SW 8 Street, Suite D Coral Gables, FL 33134

**ARTICLE IX
(INITIAL OFFICERS)**

The initial officers shall hold office until the first annual meeting of the Board of Directors meeting.

**ARTICLE X
(INCORPORATOR)**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Rafael Ubieta, Esq.
Ubieta & Associates, P.A.
7171 Coral Way, Suite 303
Miami, Florida 33155

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ARTICLE XI

(DURATION AND COMMENCEMENT
DATE OF CORPORATE EXISTENCE)

The Corporation shall exist perpetually. Corporate existence will commence on the date of the filing of these Articles of Incorporation.

ARTICLE XII

(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 entitled to veto thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: [Signature]
Rafael Ubieta, Esq.

STATE OF FLORIDA

COUNTY OF MIAMI DADE

ss:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, RAFAEL UBIETA, ESQ. personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 2nd day of November, 2000.

[Signature]
NOTARY PUBLIC
COMMISSION EXPIRES:



Ivette Romero
My Commission CC768357
Expires July 5, 2002

ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation. The undersigned is familiar with and accepts the duties and responsibilities as Registered Agent.

[Signature]
Rafael Ubieta, Esq.

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