

P00000109509
TRANSMITTAL LETTER

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

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-11/22/00--01044--002
*****78.75 *****78.75

SUBJECT: Alianza Nacional 17 de Abril, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☒ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Miguel M. ALVAREZ
Name (Printed or typed)
721 N.W. 134 PLACE
Address
Miami, Florida 33182
City, State & Zip
305-223-4810
Daytime Telephone number

FILED
00 NOV 22 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Alianza Nacional 17 de Abril, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is **Alianza Nacional 17 de Abril, Inc.** (the "Corporation").

PRINCIPAL ADDRESS

The principle address of the Corporation is 721 N.W. 134 Place, Miami, Florida 33182.

MAILING ADDRESS

The mailing address of the Corporation is 721 N.W. 134 Place, Miami, Florida 33182.

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 721 N.W. 134 Place, Miami, Florida 33182, and the name of its initial registered agent at such address is Miguel M. Alvarez.

ARTICLE III

DURATION

The duration of the Corporation is perpetual.

ARTICLE IV

PURPOSES

The general purposes for which the Corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

POWERS OF THE CORPORATION

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

ARTICLE VI

AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue and have outstanding at any time is **ONE HUNDRED (100)** shares of common stock. Such shares shall be of a single class, and shall have a par value of **One Dollar (\$1.00)** per share. The foregoing may be amended at any time as provided in the Bylaws of the Corporation and by applicable law.

All holders of shares of common stock shall be identified with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

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.

The Board of Director(s) of the Corporation may authorize the issuance at any time and from time to time of additional 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.

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.

Notwithstanding anything in these Articles of Incorporation to the contrary, any and all rights of the shareholders and/or owners of the shares of stock of this Corporation may be subject to a Shareholders' Agreement governing the rights and powers of the shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholders' Agreement, if any, shall be kept on file by the Secretary of the Corporation.

ARTICLE VII

REGISTERED OWNER(S)

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 purposes, and except as may be agreed to 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 VIII

BYLAWS

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

ARTICLE IX

DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as a member of the initial board of directors is:

Miguel M. Alvarez	721 N.W. 134 Place
	Miami, Florida 33182

ARTICLE X

EFFECTIVE DATE

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

ARTICLE XI

AMENDMENT

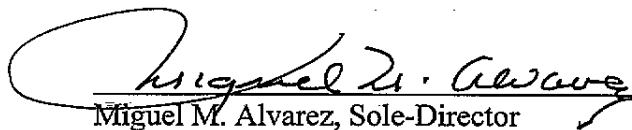
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by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

ARTICLE XII

INDEMNIFICATION

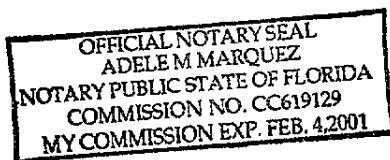
The Corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a director, officer or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.


Executed by the undersigned, on the 20th day of November, 2000.


Miguel M. Alvarez, Sole-Director

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

The foregoing was acknowledged before me this 20th day of November, 2000, by Miguel M. Alvarez, on behalf of the corporation, who is personally known to me or who has produced _____ (type of identification) as identification.




NOTARY PUBLIC, State of Florida
Print Name _____
Commission No. _____
My Commissions Expires: _____

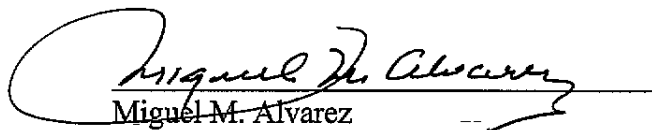
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Miguel M. Alvarez