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Florida Department of State
Division of Corporations
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EFFECTIVE DATE
02-03-01

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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.

alvarez & guerrero, corp.

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ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, SUBSCRIBERS TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

EFFECTIVE DATE
02-03-01

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE ALVAREZ & GUERRERO, CORP.

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF ONE THOUSAND (1000) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE THOUSANDS AND 00/00 (\$1000.00) DOLLARS.

PREPARED BY: CORDERO CPA P.A.
ALFONSO CORDERO
8025 NW 36 STREET STE. 302
MIAMI, FLORIDA 33166

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ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN FEBRUARY 3, 2001.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

354 OSPREY LANDING CIRCLE APT 2204
NAPLES, FLORIDA 34104

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

ROCIO ESTHER ALVAREZ GUERRERO
354 OSPREY LANDING CIRCLE APT 2204
NAPLES, FLORIDA 34104

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ROCIO ESTHER ALVAREZ GUERRERO
OSPREY LANDING CIR. APT 2204
NAPLES, FLORIDA 34104

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JAVIER GARCIA CHAVEZ
OSPREY LANDING CIR. APT 2204
NAPLES, FLORIDA 34104

ARTICLE VIII

BOARD MEMBERS

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF
DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
ROCIO ESTHER ALVAREZ GUERRERO	PRESIDENT
JAVIER GARCIA CHAVEZ	SECRETARY

ARTICLE IX

SUBSCRIBERS

THE NAME AND ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF
INCORPORATION ARE AS FOLLOWS:

ROCIO ESTHER ALVAREZ GUERRERO
354 OSPREY LANDING CIR. APT 2204
NAPLES, FLORIDA 34104

JAVIER GARCIA CHAVEZ
354 OSPREY LANDING CIR. APT 2204
NAPLES, FLORIDA 34104

ARTICLE X

PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL
FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO
GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID
SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH
REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS
NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN
NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE

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STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER
SHAREHOLDERS.

ARTICLE XI

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 AND
APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK
ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE
PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT
THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS
PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAVE
EXECUTED THESE ARTICLES OF INCORPORATION THE 3 DAY OF
FEBRUARY, 2001.


ROCIO ESTHER ALVAREZ GUERRERO


JAVIER GARCIA CHAVEZ

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ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


ROCIO ESTHER ALVAREZ GUERRERO

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