Division of Corporations

# 20 a 7981

#### Florida Department of State

#### **Division of Corporations**

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To:

Division of Corporations

Fax Number : (850)922-4001

From:

: FAS-T CORP. AGENTS, INC. Account Name

Account Number : 071001002335 ; (305)599-0839. Phone r (305)716-0346 Fax Number

#### FLORIDA PROFIT CORPORATION OR P.A.

EL CENTAURO, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 2001

FAS-T

SUBJECT: EL CENTAURO, INC.

REF: W01000005994

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan Document Specialist FAX Aud. #: H01000027513 Letter Number: 401A00016141 HO1000027513 0

## ARTICLES OF INCORPORATION OF EL CENTAURO, INC. (THE CENTAURUS, INC.)

The undersigned subscriber to these Articles of Incorporation is a natural person, competent to contract, and hereby form a Corporation for profit under the laws of the State of Florida.

#### ARTICLE 1 - NAME

The name of this Corporation shall be EL CENTAURO, INC. (THE CENTAURUS, INC.), hereinafter, "Corporation".

#### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation may engage in any lawful business, join ventures, projects and any other activity that is permissible under the laws of the United States and the State of Florida.

#### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is as follows:

956 Rutland St. Opa-locka, FL. 33054

#### ARTICLE 4 - INCORPORATOR

The name and street address of the initial registered agent and the incorporator of this Corporation is:

BERNARDINO LEYVA 956 Rutland St. Opa-locka, FL. 33054

#### ARTICLE 5 - BOARD OF DIRECTORS - OFFICERS

The following shall constitute the first Board of Directors and the Officers of the Corporation:

BERNARDINO LEYVA - President and Treasurer.

EZEQUIEL LEYVA - Vice-president and Secretary.

Whose addresses shall be the same as the principal office of the Corporation.

The Corporation shall not have less than one director as provided by the by-laws. The number of directors may either be increased or decreased with the consent of all stockholders



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#### ARTICLE 6 - CAPITAL

The authorized capital of this Corporation shall consist of ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

#### ARTICLE 7 - STOCKHOLDERS PRIVATE PROPERTIES

The private properties of the stockholders shall not be subject to the payment of any corporate debt to any extent whatsoever.

#### ARTICLE 8 - POWERS OF CORPORATION

- a) The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.
- b) Subject to the provisions and conditions of this article, the Corporation shall have full power and lawful authority to accept properties, labor and services in lieu of payment of shares of its capital stock at an appropriate evaluation to be fixed by the Board of Directors.
- c) The directors of the Corporation may transact business, borrow, lend, deal, or contract with the Corporation and with other person(s) competent and authorized to enter into contracts to full extent but only subject to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- d) The Corporation shall indemnify each director and officer of the Corporation against all or any expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding in which they may be involved, by reason of them being or having been the director or officer of the Corporation, to the fullest extent permitted by subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

#### ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 10 - BYLAWS

The Board of Director(s) of the Corporation shall have 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 11 - EFFECTIVE DATE

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

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#### ARTICLE 12 - 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.

### ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE DESIGNATED IN ARTICLES OF INCORPORATION

BERNARDINO LEYVA, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and furegoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

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BEFORE ME THIS IS DAY

OF MARCH ZOOL

Bues a Palet, Norman Puesia

BERNARDINO LEYVA/Incorporator

956 Rutland Street Opá-Locka, Fl 33054.

BRUCE A. NABAT

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