

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8871 • 1-800-342-8062 • Fax (850) 224-1222

PO1000029542

Kinchaza, Inc.

100003892291--9  
-03/22/01--01037--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAR 22 AM 11:12

APPROVED  
AND  
FILED

RECEIVED  
01 MAR 22 AM 10:44  
DIVISION OF CORPORATION

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

WC 3/22 10:30

ARTICLES OF INCORPORATION

OF

KINCHAZA, INC.

ARTICLE I.

The name of this corporation shall be:

KINCHAZA, INC.

ARTICLE II.

The general nature of business to be carried on by this corporation, is:

- a. To enter into any and all contracts with any person, firm, corporation and/or association.
- b. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- c. To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.
- d. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and/or personal property or any interest therein, wherever situated.
- e. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- f. To engage in the transaction of any and all lawful business or businesses for which corporations may be incorporated under The Florida Business Corporation Act of the State of Florida.

01 MAR 22 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1000) shares of common stock of ONE and NO/100 (\$1.00) DOLLAR par value each.

ARTICLE IV.

The shareholders of this corporation shall have preemptive right to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The principal office of this corporation shall be located at 1581 Brickell Avenue, Suite 1202, Miami, Florida 33129, with the corporation retaining the power of moving its principal office to any other address in the State of Florida, as may, from time to time, and at any time, be determined by its Board of Directors, with branch offices in such other cities, counties, states and countries as may from time to time, and at any time, be determined by its Board of Directors.

ARTICLE VII.

The initial registered office of this corporation shall be at 1581 Brickell Avenue, Suite 1202, Miami, Florida 33129. The initial Registered Agent at such address shall be CARLOS HARRINGTON.

ARTICLE VIII.

This corporation shall at all times have at least ONE (1) Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation, provided the corporation has at least ONE (1) Director.

ARTICLE IX.

The names and addresses of the members of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of stockholders, and until their successors are elected and qualified, or until their earlier removal from office, resignation or death are:

LUIS FEDERICO KENNY  
c/o Cano Properties, Inc.  
1581 Brickell Avenue  
Suite 1202  
Miami, Florida 33129

MARIA SUSANA MILES-HELGUERA  
c/o Cano Properties, Inc.  
1581 Brickell Avenue  
Suite 1202  
Miami, Florida 33129

ARTICLE X.

The name and address of the incorporator is:

JOSE RAMON RODRIGUEZ  
275 Fontainebleau Boulevard  
Suite 135  
Miami, Florida 33172


ARTICLE XI.

The Bylaws of this corporation may be created, amended, changed or replaced by the Stockholders or by the Board of Directors of the corporation at any duly scheduled meeting called for that purpose.

ARTICLE XII.

This corporation shall indemnify any officer or Director, or any former officer or Director, or any person who serves, at the request of the corporation, as an officer or director of another corporation, to the full extent permitted by law.

I, the undersigned, do hereby subscribe, acknowledge and file these Articles of Incorporation, hereby certifying that the facts contained herein are true and correct, and accordingly hereto set my hand and seal this 21<sup>st</sup> day of March, 2001.

  
JOSE RAMON RODRIGUEZ

(SEAL)


STATE OF FLORIDA )

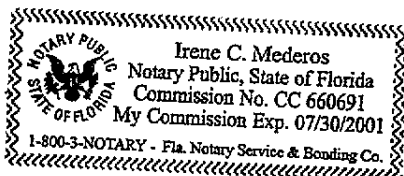
)

SS.

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of March, 2001, by JOSE RAMON RODRIGUEZ, who is personally known by me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, State of Florida  
at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted, in compliance with said Act:

First--That KINCHAZA, INC.

desiring to organize under the laws of the State of FLORIDA  
with its principal office, as indicated in the articles of incor-  
poration at City of MIAMI County  
of MIAMI-DADE, State of FLORIDA  
has named CARLOS HARRINGTON

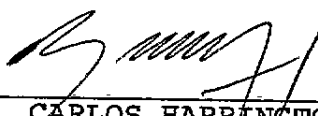
located at 1581 Brickell Avenue, Suite 1202  
(Street address and number of building, Post Office Box  
address not acceptable)

City of MIAMI, County of MIAMI-DADE,  
State of Florida 33129 as its agent to accept service of process  
within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By

  
CARLOS HARRINGTON  
(Registered Agent)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAR 22 AM 11:12

APPROVED  
AND  
FILED