

CARLTON J. BARBERENA  
1510 SW 118<sup>th</sup> AVENUE  
MIAMI, FL 33184  
305-553-5874

FILED

01 APR 24 PM 3:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

P010000041404

April 6, 2001

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000003994910--2  
-04/12/01--01095--008  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: **BLUEFIELDS INVESTMENT CORPORATION**

Dear Sir/Madam:

Enclosed please find for filing original Articles of Incorporation of the above named corporation together with their respective certificate designating the registered agent and registered office of said corporation in Florida, along with a photocopy of the foregoing.

Also enclosed is a check payable to the Department of State in the amount of \$122.50 to cover the following fees:

-Filing Fee	35.00
-Certified copy	52.50
-Registered agent designation	<u>35.00</u>

Total \$122.50

Please return a certified copy of the enclosed Articles of Corporation to the undersigned at your earliest opportunity. Thank you for your assistance in this matter.

4/19/01:  
called me to request  
ATLANTIC INVESTMENT CORPORATION  
OK

Sincerely yours,

*Carlton J. Barberena*  
Carlton J. Barberena

Encs.

8  
D. WHITE APR 24 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 17, 2001

CARLTON J. BARBERENA  
1510 SW 118TH AVENUE  
MIAMI, FL 33184

<sup>ATLANTIC</sup>  
SUBJECT: ~~BLUE~~FIELDS INVESTMENT CORPORATION  
Ref. Number: W01000008608

We have received your document for BLUEFIELDS INVESTMENT CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 101A00022599

**ARTICLES OF INCORPORATION**  
**OF**  
**ATLANTIC INVESTMENT CORPORATION**

**FILED**

01 APR 24 PM 3:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation pursuant to Chapter 607, Florida Statute (the "Act").

**ARTICLE I - Name**

The name of the corporation is **ATLANTIC INVESTMENT CORPORATION.**

**ARTICLE II - Principal Office**

The initial principal place of business or mailing address of the Corporation shall be

Atlantic Investment Corporation  
P. O. Box 161036  
Miami, FL 33166-1036

**ARTICLE III - Term of Existence**

Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State, of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article IV - Nature of Business**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article V - Authorized Shares**

(a) **Number.** The Corporation is authorized to issue One Thousand(1000) shares of common stock having a par value of \$1.00 each.

(b) **Preemptive Rights.** Shareholders shall have preemptive rights.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation shall be, 1510 SW 118th Avenue, Miami, Florida 33184 and the name of the initial registered agent of this corporation at that address is Carlton J. Barberena.

**Article VII - Directors**

(a) **Number.** This corporation shall have Three (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The name and street address of the initial member of the first Board of Directors of the corporation, who shall serve until the first meeting of shareholders of the corporation, are:

<u>Name</u>	<u>Street Address</u>
Octavio Taylor	5666 SW 130 Avenue Miami, FL 33183
Harry E. Brautigam	8104 SW 158 Terrace Miami, FL 33157
Henry P. Kirkland	11130 SW 160 St. Miami, FL 33157

(c) **Compensation.** Any director of the corporation may serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.

#### **Article VIII - Officers**

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

NAME	ADDRESS	TITLE
Octavio Taylor	5666 SW 130 Avenue Miami, FL 33183	President
Leonardo E. Green	2990 Wentworth Weston, FL 33332	V-President
Henry P. Kirkland	11130 SW 160 St. Miami, FL 33157	Treasurer
Harry E. Brautigam	8104 SW 158 Terrace Miami, FL 33157	Secretary
Carlton J. Barberena	1510 SW 118 Ave. Miami, FL 33184	V-Secretary

#### **Article IX - Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw

adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article X - Incorporator**

The name and address of the subscriber to these Articles of Incorporation is:

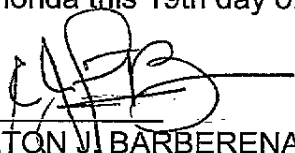
**Name**

**Address**

CARLTON J. BARBERENA

1510 SW 118TH AVENUE  
Miami, Florida 33184

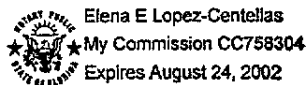
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 19th day of April 2001.

  
\_\_\_\_\_  
CARLTON J. BARBERENA,  
Incorporator

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared, Carlton J. Barberena, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 19th day of April, 2001.



  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

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

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST:           The name of the corporation is  
                  **ATLANTIC INVESTMENT CORPORATION**

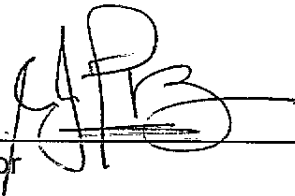
SECOND:          The Registered Office of the Corporation is  
                  1510 SW 118TH AVENUE  
                  MIAMI, FL 33184

THIRD:           The name of the registered agent is **CARLTON J.  
                  BARBERENA**

Corporate officer signature:

Title of officer:

Incorporator

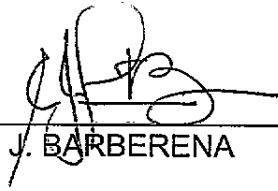


Date of execution:

April 19th, 2001

**ACCEPTANCE**

Having been named the registered agent authorized to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned, a resident of the State of Florida, hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of duties as such, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
CARLTON J. BARBERENA

Date of execution:

April 19th, 2001

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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01 APR 24 PM 3:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA                    )  
  )SS  
COUNTY OF MIAMI-DADE            )

BEFORE ME , the undersigned authority, personally appeared, Carlton J. Barberena who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami-Dade County, Florida this 19<sup>th</sup> day of April, 2001.

 Elena E Lopez-Centellas  
My Commission CC758304  
Expires August 24, 2002

Elena E Lopez-Centellas  
NOTARY PUBLIC  
State of Florida at Large