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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

ALMENARA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION
OF
ALMENARA CORPORATION

(4)

WE THE UNDERSIGNED DO HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA, AND DO HEREBY CERTIFY THAT WE HAVE BECOME SUCH A CORPORATION UNDER AND PURSUANT TO THE FOLLOWING CERTIFICATE OF INCORPORATION.

I.

THE NAME OF THE CORPORATION IS : ALMENARA CORPORATION

II.

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY SAID CORPORATION SHALL BE AND IS AS FOLLOWS : REAL ESTATE DEVELOPMENT, SALE AND PURCHASE OF REAL ESTATE PROPERTIES; AND TO ENGAGE IN ALL ACTIVITIES LEGAL BY THE LAWS OF THE STATE OF FLORIDA AND BY THE LAWS OF THE UNITED STATES OF AMERICA.

THIS CORPORATION SHALL HAVE THE POWER TO CONDUCT ITS BUSINESS IN THE STATE OF FLORIDA, OR ANY OTHER STATE OR STATES OR TERRITORIES OF THE UNITED STATES OF AMERICA AND IN FOREIGN COUNTRIES, AND ULTIMATELY TO DO ALL ACTS AND THINGS AND TO EXERCISE ALL POWERS NOW OR HEREAFTER AUTHORIZED BY LAW, NECESSARY TO CARRY ON THE BUSINESS OF SAID CORPORATION, AND TO PROMOTE ANY OF THE OBJECTS FOR WHICH THE SAID CORPORATION WAS FORMED. THE FOREGOING ENUMERATION OF THE SPECIFIC POWERS SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER, THE GENERAL POWERS OF THE INCORPORATION AND THE ENJOYMENT THEREOF AND CONFERRED BY THE LAWS OF THE STATE OF FLORIDA IN SUCH CASES MADE AND PROVIDED.

III.

THAT THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE ISSUED AND OUTSTANDING AT ANY TIME IS 100 SHARES OF COMMON STOCK ALL OF WHICH SHALL NOT HAVE ANY PAR VALUE.

IV.

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS AND HAVE PAID IN BEFORE IT SHALL BEGIN BUSINESS WILL BE ONE THOUSAND (\$1,000.00) DOLLARS.

V.

IT IS UNDERSTOOD THAT EACH SUBSCRIBER SHALL PAY A MINIMUM OF TEN DOLLARS FOR EACH OF THE SHARES THAT HE SHALL TAKE HEREAFTER SHOWN.

THE RESIDENT AGENT OF THE CORPORATION SHALL BE :

Joseph Popack, 205 Cadiz Court, Merritt Island, Florida 32953

VI.

THE POST OFFICE ADDRESS OF THE PRINCIPAL PLACE OF BUSINESS OF THE SAID INCORPORATION SHALL BE: 205 CADIZ COURT, MERRITT ISLAND, FLORIDA 32953

VII.

THE CORPORATION SHALL BE PERPETUAL AND HAVE A PERPETUAL EXISTENCE WHICH SHALL CONTINUE UNTIL A MAJORITY OF THE STOCKHOLDERS SHALL DETERMINE BY THEIR VOTE TO DISSOLVE SAID CORPORATION.

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VIII.

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL NOT BE MORE THAN FIVE. IT IS UNDERSTOOD THAT NONE OF THE DIRECTORS NEED BE STOCKHOLDERS IN THIS CORPORATION.

IX.

THE NAME AND ADDRESS OF EACH OF THE DIRECTORS OF THE FIRST BOARD OF DIRECTORS WHO, SUBJECT TO THE PROVISIONS OF THIS CERTIFICATE AND THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Popeck	205 Cadiz Court Merritt Island, Florida 32953

X.

THE NAMES AND POST OFFICE ADDRESS OF EACH OF THE SUBSCRIBERS OF THE CORPORATION'S STOCK OF THIS CORPORATION BEING FORMED AND A STATEMENT OF THE NUMBER OF SHARES WHICH EACH AGREES TO TAKE, THE TOTAL OF WHICH SHALL AMOUNT TO 100 SHARES OF STOCK ARE AS FOLLOWS:

Joseph Popeck	100 Shares
205 Cadiz Court	
Merritt Island, Florida 32953	

XI.

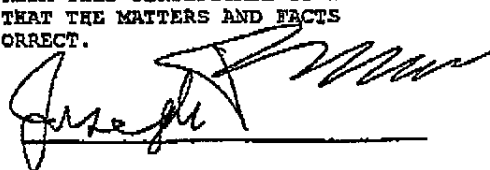
THE NAMES AND POST OFFICE ADDRESS OF EACH OF THE OFFICERS OF THE CORPORATION ARE AS FOLLOWS:
Joseph Popeck, President, Secretary and Treasurer, 205 Cadiz Court,
Merritt Island, Florida 32953

XII.

THE CORPORATION SHALL HAVE A PRESIDENT, A SECRETARY, A TREASURER AND MAY ALSO HAVE ANY OTHER OFFICERS, AGENTS, AND FACTORS SHALL BE APPOINTED AS MAY BE DEEMED NECESSARY. ALL OFFICERS, AGENTS AND FACTORS SHALL BE CHOSEN IN SUCH MANNER, HOLD THEIR OFFICE FOR SUCH TERMS AND HAVE SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS OR DETERMINED BY THE BOARD OF DIRECTORS. ANY PERSON MAY HOLD THREE OF THE OFFICES OF SAID CORPORATION AT ONE TIME.

BOTH STOCKHOLDERS AND DIRECTORS SHALL HAVE POWER TO HOLD THEIR MEETINGS AND TO HAVE ONE OR MORE OFFICERS WITHIN OR WITHOUT THE STATE OF FLORIDA AND TO KEEP THE BOOKS OF THIS CORPORATION AT SUCH OFFICES AS THE STOCKHOLDERS AND DIRECTORS SHALL DETERMINE. SUBJECT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, THIS CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY OF THE PROVISIONS CONTAINED IN THIS CERTIFICATE OF INCORPORATION IN THE MANNER NOW OR HEREAFTER GRANTED, SUBJECT TO THAT RESERVATION.

IN WITNESS WHEREOF I, THE UNDERSIGNED SUBSCRIBING INCORPORATOR, HAVE HERETO SET FORTH MY RESPECTIVE HAND AND SEAL ON THIS 25TH DAY OF APRIL, 2001, FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA AND I HEREBY MAKE AND FILE IN THE OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA THIS CERTIFICATE OF THE INCORPORATION AND DO HEREBY CERTIFY THAT THE MATTERS AND FACTS HEREINABOVE SET FORTH ARE TRUE AND CORRECT.



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SEAL

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED
JOSEPH POPECK

TO ME WELL KNOWN AND KNOWN TO ME TO BE THE INDIVIDUAL DESCRIBED IN AND
WHO EXECUTED THE ABOVE AND FOREGOING CERTIFICATE OF INCORPORATION IN
MY PRESENCE AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME
FOR THE PURPOSE THEREIN EXPRESSED.

WIRNESS MY HAND AND OFFICIAL SEAL THE 25TH DAY OF APRIL 2001, AT
MERRITT ISLAND, FLORIDA.

Carol J. Carillon

NOTARY PUBLIC



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TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

ALMENARA CORPORATION
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT

JOSEPH POPECK
205 CADIZ CT.
MERRITT ISLAND, FL 32953

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