

# P010000043421

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Division of Corporations  
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**EFFECTIVE DATE**  
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## FLORIDA PROFIT CORPORATION OR P.A.

**SOL DE VARADERO, INC.**

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION  
OF  
*Sol De Varadero, Inc.*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
4-27-01

The undersigned Incorporator, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of this corporation shall be *Sol De Varadero, Inc.*

**ARTICLE II**  
**EFFECTIVE DATE OF INCORPORATION AND TERM OF EXISTENCE**

The effective date of this incorporation shall be April 27, 2001. This Corporation shall have perpetual existence, unless sooner dissolved according to law, and its existence shall commence on April 27, 2001 as reflected in the Certificate of Incorporation issued by the Secretary of State of Florida.

**ARTICLE III**  
**NATURE OF BUSINESS**

The general purposes for which this Corporation is organized are the following:

- A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of this Corporation or necessary or desirable in order to accomplish them.

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**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business shall be determined in the sole discretion of the Incorporator and/or the Board of Directors.

**ARTICLE V**  
**CAPITAL STOCK**

The aggregate number of shares which this Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock. Such shares shall be of a single class and shall have a ONE DOLLAR (\$1.00) value per share.

**ARTICLE VI**  
**SPECIAL PROVISION - Indemnification**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE VII**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be located at 2301 South Ocean Drive, Apt. 2504, Hollywood, FL 33019 or at such other place of business as may be determined and fixed by the Board of Directors from time to time.

**ARTICLE VIII**  
**INDEBTEDNESS**

The outstanding indebtedness of this Corporation shall be unlimited.

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**ARTICLE IX**  
**DIRECTORS**

The number of director of this Corporation shall be not less than one (1) nor more than five (5) as may be provided for in the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof. The names and post office addresses of the first Board of Directors, who, subject to the provision of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of this Corporation's existence or until their successors are chosen and elected, are as follows:

<u>Name</u>	<u>Address</u>
Alexander Fusco	2301 South Ocean Drive, Apt. 2504, Hollywood, FL 33019

**ARTICLE X**  
**CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or Officer who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if were not such a Director or Officer of such other Corporation or not so interested.

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**ARTICLE XI**  
**AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Article of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

**ARTICLE XII**  
**REGISTERED AGENT**

Alexander Fusco is hereby designated as Registered Agent of this Corporation and the Registered Agent's address is 2301 South Ocean Drive, Apt. 2504, Hollywood, FL 33019.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of the aforesaid Corporation to be formed, has executed these Articles of Incorporation for the uses and purposes therein stated.

  
Alexander Fusco  
Incorporator

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## ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named as Registered Agent for Sol De Varadero, Inc., as set forth in the foregoing Articles of Incorporation, does hereby agree to act in this capacity and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of Registered Agent pursuant to F.S. 607.0501(3), and is familiar with and accepts all such obligations associated with this position.

DATED this April 30, 2001.

  
Alexander Fusco  
as Registered Agent

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TALLAHASSEE, FLORIDA

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