

P01000047360

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: ESTELI ENTERPRISE, INC

100004140241--2
-05/08/01--01012--012
*****87.50 *****87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$87.50
Filing Fee & Certified Copy	Filing fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM:

Georges D. Alexandre
2711 Grant Street
Hollywood, FL 33020
(954) 929-7599

01 MAY -7 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

T. Burch MAY 11 2001

ARTICLES OF INCORPORATION
OF
ESTELI ENTERPRISE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation, for such Corporation.

ARTICLE I NAME

The name of the corporation shall be:
ESTELI ENTERPRISE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal mailing address of this corporation shall be:
2711 Grant Street
Hollywood, Fl. 33020
Telephone: (954) 929-7599

ARTICLE III SHARES

The number of shares of stock that the corporation is authorized to have outstanding at any one time is:

THREE THOUSAND (3000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent(s) are:

Georges Alexandre
2711 Grant Street
Hollywood, FL. 33020

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under of the State of Florida, and all rights, duties and obligation, are to be determined in accordance with the laws of the State of Florida. The name and address of the incorporators of these Articles of Incorporation are:

Georges Alexandre: 2711 Grant Street, Hollywood, Fl. 33020
Claudia Calero: 8065 NW 8th Street, Suite #2, Miami, Fl. 33126
Eva Matos: 11965 SW 19th Lane, Unit 214, Miami, Fl. 33175

ARTICLE VI DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE VII PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz.:

- (1) Transact any and all activities permitted under the laws of the United States, the State of Florida, and/or any other State, Country, Territory and/or Nation.
- (2) Said corporation shall further have powers: To have perpetual succession by its corporate name.

ARTICLE VIII CAPITAL STOCK

This corporation is authorized to issue THREE THOUSAND (3000) shares of common stock with par value of SEVENTY-SIX CENTS (\$.76) per share. Unless otherwise stated in these articles, or in amendment to these articles, there shall be only (1) class of stock of this corporation.

ARTICLE IX VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X PREEMTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her pro rata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased and once increased, may be decreased from time to time by the by-laws. The name and address of the initial directors of this corporation are:

Georges Alexandre: 2711 Grant Street, Hollywood, Fl. 33020
Claudia Calero: 8065 NW 8th Street, Suite #2, Miami, Fl. 33126
Eva Matos: 11695 SW 19th Lane, Unit 214, Miami, Fl. 33020

ARTICLE XII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

<u>Name</u>	<u>Number of Shares</u>
Georges Alexandre	1,000
Claudia Calero	1,000
Eva Matos	1,000

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than ONE THOUSAND DOLLARS (\$1000.00).

ARTICLE XV MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XVI POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The shareholders of this corporation shall have exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVIII REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his/her term.

ARTICLE XIX DIRECTOR QUORUM VOTING

All of the directors shall constitute a quorum for a meeting of the directors. If a quorum is present, the affirmative vote of all the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XX INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXI AMENDMENT

This corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, and/or any amendment thereto, and any right conferred upon the shareholders is subject to this provision.

