

# P010000163899

## THE LAW OFFICES OF RANDALL L. GILBERT

PROFESSIONAL ASSOCIATION

RANDALL L. GILBERT  
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June 21, 2001

U.S. MAIL  
~~DHL WORLDWIDE EXPRESS~~  
**SENT VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
(850) 487-6052

Our Client:  
Our File No.

CASA UNO, INC  
1004.0103

200004440002--4  
-06/25/01--01135--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

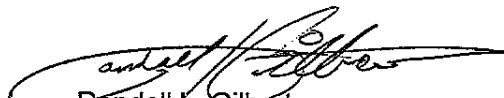
EFFECTIVE DATE

5/26/2001

Re: Articles of Incorporation

Enclosed please find two copies of the proposed Articles of Incorporation and a check in the amount of \$78.75 which comprises the filing fee (\$35.00), designation of registered agent (\$35.00), and a certified copy (\$8.75). Please send the certified copy to my attention at the address indicated above.

Truly yours,

  
Randall L. Gilbert

Encl.

01 JUN 25 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

35/27/01

**ARTICLES OF INCORPORATION  
FOR  
CASA UNO, INC.**

FILED

01 JUN 25 PM 1:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, do hereby adopt these articles of incorporation, for the purposes of forming a Corporation under F.S. Chapter 607, and other laws of the State of Florida.

**ARTICLE I. NAME**

The name of this Corporation shall be CASA UNO, INC.

EFFECTIVE DATE

06/20/01

**ARTICLE II. PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation is:

1700 EAST LAS OLAS BOULEVARD, SUITE # 206  
FORT LAUDERDALE, FLORIDA 33301

**ARTICLE III. PURPOSE**

The object and purposes of this Corporation and the general nature of the business it proposes to transact are limited to:

- (a) Acquiring, developing, operating, maintaining, holding for investment, leasing, renting, selling, marketing, constructing, improving, rehabilitating, and selling one (1) luxury residential custom home located at 2543 Mercedes Drive, Fort Lauderdale, Florida 33301 within and subject to the laws of the State of Florida and applicable principles of ethics.
- (b) Doing all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objectives enumerated herein and before, and to do any and every other act or acts, thing or things, incidental to, growing out of, or connected with said business, or any part or parts thereof, which may be necessary or convenient in carrying on the business of the Corporation and which are authorized by law.

**ARTICLE IV. TERM OF EXISTENCE**

The Corporation shall have perpetual existence for five (5) years, starting on June 20, 2001. But if these articles of incorporation are not filed with the Florida Department of State within five (5) business days therefrom, then this Corporation shall have perpetual existence when the Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE V. CAPITAL STOCK**

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

One-Thousand, (1,000) shares of common "Voting" stock with a par value of one one-hundred-thousandth of a Dollar, (\$0.00001) per share.

The authorized capital shall be paid for at such time and in such manner as this Corporation's Board of Directors may designate. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock.

Every share of common "voting" stock shall be entitled to: equal voting rights - i.e., one vote per share of common "voting" stock.

Except as otherwise set forth in the shareholder's agreement, as may be amended from time to time, all classes of shares are entitled to receive the net assets of the corporation upon dissolution, without any preference.

#### **ARTICLE VI. REGISTERED OFFICE AND AGENT**

The Corporation hereby appoints Randall L. Gilbert, Esq., whose registered office address is 15700 Northwest Seventh Avenue Miami Florida 33169, and who is a bona fide resident of the State of Florida, as its initial registered agent.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The business affairs and property of the Corporation are to be conducted by a Board of Directors, the number of which shall be determined in accordance with the Bylaws of the Corporation. The initial Board of Directors shall consist of two, (2), members whose names are set forth below, and who will serve until the First Annual Meeting of Stockholders or until their successors are duly elected and qualified.

(1) JACK MANCINI,	DIRECTOR
(2) LAUREL WOODARD,	DIRECTOR

#### **ARTICLE VIII. INCORPORATORS**

The names and addresses of the persons signing these articles of incorporation as incorporators are:

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAME

Randall L. Gilbert, Esq.

ADDRESS

15700 Northwest Seventh Avenue, Miami, Florida 33169

**ARTICLE IX. PREEMPTIVE RIGHTS**

This Corporation elects to have preemptive rights.


**ARTICLE X. RESTRAINT ON ALIENATION OF SHARES**

The shareholders of this Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

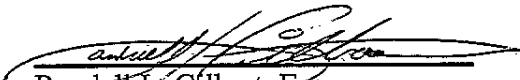
**ARTICLE XI. AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation on June 20, 2001.

  
Randall L. Gilbert, Esq.

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.*

  
Randall L. Gilbert, Esq.

June 20, 2001  
Date