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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**RUSSI & ASSOCIATES, INC.**

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We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate together to form a Corporation under the Laws of the State of Florida.

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the Corporation shall be :

**RUSSI & ASSOCIATES, INC.**

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of business to be transacted by this Corporation shall be the promotion, sale, and organization of worldwide shows, artists representation, sale of tourism packages and airplane tickets, and any other activities of business permitted under the laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and service every kind class and description, except that is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgages, transfers of corporate property, including, franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III**

### **CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 500 shares of common stock at \$ 1.00 par value per share.

### **ARTICLE IV**

### **INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than five hundred dollars (\$500.00).

### **ARTICLE V**

### **TERM OF EXISTENCE**

The corporation is to exist perpetually.

### **ARTICLE VI**

### **PRINCIPAL PLACE OF BUSINESS**

The initial street address in this State of the principal office of this corporation is 2050 Coral Way, Miami, Florida 33145. The Board of Directors may from time-to-time, move the principal office to any other address in the State of Florida.

### **ARTICLE VII**

### **DIRECTORS**

This corporation shall have not less than two directors initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholders.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

The name and street address of the members of the first Board of Directors are:

|                                 |                  |   |
|---------------------------------|------------------|---|
| <b>ALFONSO ALVAREZ-RUSSI</b>    | <b>PRESIDENT</b> | <b>11790 SW 18 St. # 211<br/>Miami, Florida 33175</b>   |
| <b>YOLANDA I. ALVAREZ-RUSSI</b> | <b>TREASURE</b>  | <b>Residencial Charles De Gaulle<br/>Calle J # 3<br/>Sector Villa del Carmen,<br/>Santo Domingo,<br/>Republica Dominicana</b> |

## **ARTICLE IX**

### **SUBSCRIBERS**

| <b>NAME</b>                     | <b>ADDRESS</b>   | <b>SHARES</b> | <b>CONSIDERATION</b> |
|---------------------------------|--|---------------|----------------------|
| <b>ALFONSO ALVAREZ-RUSSI</b>    | <b>11790 SW 18 ST 3 211<br/>Miami, FI 33175</b>  | <b>400</b>    | <b>\$ 400.00</b>     |
| <b>YOLANDA I. ALVAREZ-RUSSI</b> | <b>Residencial Charles De Gaule<br/>Calle J # 3<br/>Villa del Carmen,Sto. Domingo<br/>Republica Dominicana</b> | <b>100</b>    | <b>\$ 100.00</b>     |

## **ARTICLE X**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

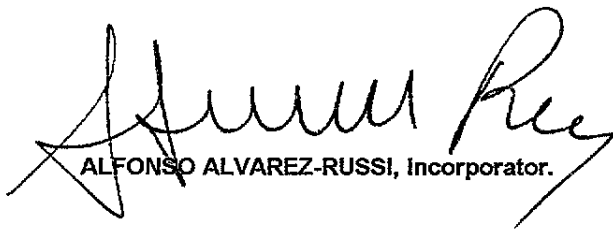
The name and address of the initial registered agent is : **Alfonso Alvarez-Russi**  
**11790 SW 18 St., #211**  
**Miami, Florida 33175**

**ARTICLE XI**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, propose by them to the stockholders and approved at the stockholder's meeting by the majority of the stock entitled to vote them on, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

The undersigned incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of July, 2001.

  
ALFONSO ALVAREZ-RUSSI, Incorporator.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Russi & Associates, Inc.

2. The and address of the registered agent and office is:

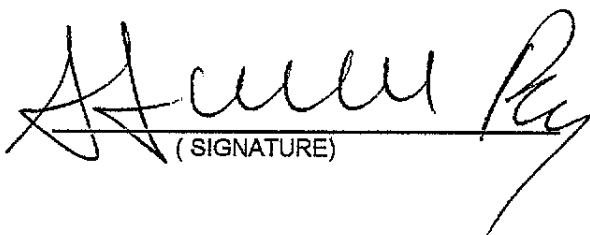
ALFONSO ALVAREZ-RUSSI  
(Name)

11790 SW 18 St. Suite 211  
(P.O.Box or Mail Drop Box NOT acceptable)

Miami, FL 33175  
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.

  
(SIGNATURE)

07/13/01  
(DATE)