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TRANSMITTAL LETTER

FILED

01 JUL 31 AM 8:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

200004488862--4

-07/23/01--01015--003

\*\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT:

*PAREDES IMPORT AND EXPORT CORP.*

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

\_\_\_ \$70.00 \_\_\_ \$78.75 \_\_\_ \$122.50 XXX \$131.25

FROM: Leonardo Paredes

14419 S.W. 142 Court

Miami, Florida 33186

**Paredes Import and Export**  
**14419 SW 142 CT**  
**Miami, FL 33186**  
**Tel: 305-378-8616**  
**Cel: 786-489-3117**

289,8551,5241 2550  
W01-16967

NOTE: Please provide the original and one copy of the articles.

B. BROWN AUG - 1 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 24, 2001

LEONARDO PAREDES  
14419 S.W. 142ND COURT  
MIAMI, FL 33186

SUBJECT: PAREDES IMPORT AND EXPORT CORP.  
Ref. Number: W01000016967

We have received your document for PAREDES IMPORT AND EXPORT CORP. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

YOUR ARTICLES ARE INCOMPLETE, ARTICLES VIII - XI ARE MISSING. WE NEED THE NAMES AND ADDRESSES OF THE INCORPORATORS.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown  
Document Specialist  
New Filings Section

Letter Number: 601A00042976

**ARTICLES OF INCORPORATION**  
**OF**  
**PAREDES IMPORT AND EXPORT CORP.**

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01 JUL 31 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I-NAME**

The name of this corporation is ***PAREDES IMPORT AND EXPORT CORP.*** and the address of the corporation is 14419 S. W. 142 COURT, Miami, Florida 33186.

**ARTICLE II-DURATION**

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Department of State.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV-CAPITAL STOCK**

This corporation is authorized to issue THREE HUNDRED (300) SHARES OF COMMON STOCK AT ONE (\$1.00) PAR VALUE.

**ARTICLE V-RIGHTS UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares of stock will receive a ratable distribution of the assets of the corporation.

**ARTICLE VI-PREEMPTIVE RIGHTS**

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

**ARTICLE VII-INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 14419 S. W. 142 Court, Miami, Florida, 33186.

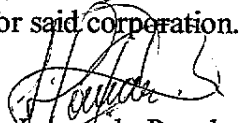
The name and address of the initial registered agent of the corporation is:

**Leonardo Paredes**  
**14419 S. W. 142 Court**  
**Miami, Florida 33186**

**FILED**  
**01 JUL 31 AM 8:32**  
**SECRETARY OF STATE**  
**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 state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Date: July 11<sup>th</sup>, 2001

  
Leonardo Paredes

**ARTICLE VIII-INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 director initially. The number of directors may be increased or decreased from time to time as provided by the bylaws, but shall never be less than one. The name of the initial directors of this corporation are:

**Ricardo V. Paredes, President**  
**Leonardo Paredes, Vice President**  
**Barbara B. Paredes, Treasurer**

**ARTICLE IX-INCORPORATORS**

The name and address of the persons signing these Article of Incorporation are:

Ricardo V. Paredes  
Leonardo Paredes  
Barbara B. Paredes  
14419 S. W. 142 Court  
Miami, Florida 33184

**ARTICLE X-BYLAWS**

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

**ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the

amount set opposite their names:

Ricardo V. Paredes

300 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others 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 XII-CUMULATIVE VOTING**

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or distributing such votes on the same principle among any number of such candidates.

#### **ARTICLE XIII-CALLING OF SPECIAL MEETINGS**

Special meeting of the shareholders may be called by the Board of Directors.

#### **ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XV-AMENDMENT**

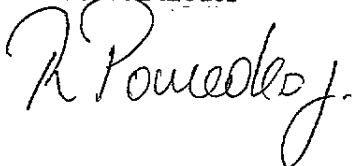
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XVI-INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11<sup>th</sup> day of July of 2001

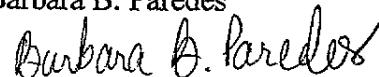
Ricardo V. Paredes



Leonardo Paredes



Barbara B. Paredes



STATE OF FLORIDA )  
 )SS  
COUNTY OF DADE )

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Ricardo V. Paredes, Leonardo Paredes and Barbara B. Paredes, to me known to be the persons described in and who executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 11<sup>th</sup> day of July A.D. 2001.

~~Jorge Lavandero~~  
~~NOTARY PUBLIC~~  
~~State of Florida,~~  
~~at large.~~

**MY COMMISSION EXPIRES:**

