

# P010000083606

## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

Americas Investment Partners, Inc.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 23, 2001

CAPITAL CONNECTION

SUBJECT: AMERICAS INVESTMENT PARTNERS, INC.  
REF: W01000019664

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 245-6067.

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# **Articles of Incorporation Of Americas Investment Partners, Inc.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

## **Article 1 - Name**

The name of the Corporation is **Americas Investment Partners, Inc.** (hereinafter, "Corporation").

## **Article 2 - Purpose of Corporation**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

## **Article 3 - Principal Office**

The address of the principal office of this Corporation is 25 SE 2<sup>nd</sup> Avenue, Suite 321, Miami, Florida 33131 and the mailing address is the same.

## **Article 4 - Incorporator**

The name and address of the Incorporator of this Corporation is:

Arnold A. Mourino  
25 SE 2<sup>nd</sup> Avenue, Suite 321  
Miami, Florida 33131

## **Article 5 - Officers**

The officers of the Corporation shall be:

President:  
Vice- President

Arnold A. Mourino  
Jorge Carreon-Holguin

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Vice-President

Nelson Balbona

Whose addresses shall be the same as the principal office of the Corporation.

#### **Article 6 - Director(s)**

The Director(s) of the Corporation shall be:

Arnold A. Mourino  
Jorge Carreon-Holguin  
Nelson Balbona

whose addresses shall be the same as the principal office of the Corporation.

#### **Article 7 - Corporate Capitalization**

- 7.1 The maximum number of shares that the Corporation is authorized to have outstanding at any time is one million (1,000,000) shares of common stock, each share having no par value.
- 7.2 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitation, if any, as may be set forth in the bylaws of the Corporation.

#### **Article 8 - Shareholders' Restrictive Agreement**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **Article 9 - Number of Directors**

The Corporation may have a minimum of one (1) Director. The number of Directors authorized is three (3). This number may be increased by majority vote of the shareholders.

#### **Article 10 - Powers of Corporation**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**Article 11 - Term of Existence**

This Corporation shall have perpetual existence.

**Article 12 - Registered Owner(s)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**Article 13 - Registered Office and Registered Agent**

The initial address of registered office and registered agent of this Corporation is Daniel A. Kaminsky located at 3343 South Kirkman Road, Orlando, Florida 32811.

**Article 14 - Bylaws**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**Article 15 - Effective Date**

These Articles of Incorporation shall become effective immediately upon approval of the Secretary of State, State of Florida.

**Article 16 - Amendment**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**In Witness Whereof**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 22<sup>nd</sup> day of August 2001.



Arnold A. Mourino  
Incorporator

**Acceptance of Registered Agent Designated in Articles of  
Incorporation**

Daniel A. Kaminsky having a business office 3343 South Kirkman Road, Orlando, Florida 32811, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

*Daniel A. Kaminsky*  
Daniel A. Kaminsky  
Registered Agent

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