

701000089292

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000098320 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

NICNIRA, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 (10) |
| Estimated Charge | \$70.00 |

FILED

01 SEP 11 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight SEP 11 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 11, 2001

EMPIRE

SUBJECT: NICNIRA, INC.
REF: W01000021096

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.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

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

Neysa Culligan
Document Specialist
New Filing Section

FAX Aud. #: H01000098320
Letter Number: 301A00051035

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H 01 000098320

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, SUBSCRIBERS TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE NICNIRA, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS.

PREPARED BY CORDERO CPA P.A.
ALFONSO CORDERO
1310 Main Street Ste 107
Kissimmee, Florida 34744

H 01 000098320

01 SEP 11 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BE THE REGISTRATION DATE WITH THE DEPARTMENT OF STATE.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

223 S JOHN YOUNG PARKWAY
KISSIMMEE, FLORIDA 34741

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

NICOLAS MAMBRU
223 S. JOHN YOUNG PARKWAY
KISSIMMEE, FLORIDA 34741

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

NOCOLAS MAMBRU
223 S. JOHN YOUNG PARKWAY
KISSIMMEE, FLORIDA 34741

ARTICLE VIII

BOARD MEMBERS

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

| NAME | TITLE |
|----------------|---------------------|
| NICOLAS MAMBRU | PRESIDENT |
| ANIRA MAMBRU | SECRETARY/TREASURER |

ARTICLE IX

SUBSCRIBERS

THE NAME AND ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NICOLAS MAMBRU
223 S. JOHN YOUNG PARKWAY
KISSIMMEE, FLORIDA 34741

ARTICLE X

PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

H 01 00 0098320

ARTICLE XI

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 7TH DAY OF SEPTEMBER, 2001.


NICOLAS MAMBRU


ANIRA MAMBRU

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


NICOLAS MAMBRU

H 01 00 0098320

FILED
01 SEP 11 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA