

Charter Number Only

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Requestor's Name
Meshe - Perez
 Address
1800 W. 49th #220
Hialeah, FL 33012
 City State ZIP Phone

(805) 822-5980

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CORPORATION(S) NAME

CO ultimo Magazine, Inc.

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 DIVISION OF CORPORATION

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | | |

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| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

cert. copy

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION OF
LO ULTIMO MAGAZINE, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, in order to form a corporation for profit for the purpose herein stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and adopt the following Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is: **LO ULTIMO MAGAZINE, INC.** located at, 1800 West 49th Street, Suite 220, Hialeah, Florida 33012-2946.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock having a par value share of \$300.00 per share.

Prepared by:
CESAR MESTRE-PEREZ, ESQ.
1800 W 49th Street, Suite 220
Hialeah, FL 33012-2946
Tel. (305) 822-5980

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be, 14430 Sabal Drive, Miami Lakes, Florida 33014, and the initial registered agent of this corporation at such office shall be **CELIA C. TORRES-MESTRE**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than five. The names of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
CELIA C. TORRES-MESTRE	14430 Sabal Drive Miami Lakes, FL 33014
ANGELA ADRIANA CORREDOR PEREZ	9124 SW 156 th Court Miami, Florida 33196
ALVARO A. HERNANDEZ	14430 Sabal Drive Miami Lakes, FL 33014

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:
CELIA C. TORRES-MESTRE, 14430 Sabal Drive, Miami Lakes, Florida 33014..

ARTICLE VIII - MANAGEMENT

The management of the business of this corporation shall be conducted under the directions of the Board of Directors by the Officer who shall be elected by the Board of Directors, to wit: a President; one or more Vice-Presidents; a Treasurer; and a Secretary. One or more of said officers may hold one or more offices.

ARTICLE VIII - AMENDMENTS

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 VIII - AUTHORIZED POWERS OF BOARD OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

- (a) To adopt and amend the by-laws of this corporation, provided the amendments the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.
- (c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
- (d) When and as authorized by the affirmative vote of Stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent

of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporator has hereunto set his/her hand and seal this 12 day of September, 2001.


CELIA C. TORRES-MESTRE
Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)


I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and county named above to take acknowledgments, personally appeared CELIA C. TORRES-MESTRE, who produced valid Florida State Identification, and who did take an oath, and who executed the foregoing Articles of Incorporation of LO ULTIMO MAGAZINE, INC. and acknowledged before me that he subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal a Hialeah, Miami-Dade County, Florida, this 12th day of September, 2001, by CELIA C. TORRES-MESTRE,, as Incorporator.

My Commission Expires:



Magaly Sosa
Commission # CC 985361
Expires Jan. 13, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public - State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **LO ULTIMO MAGAZINE, INC.**, at the place designated in the Articles of Incorporation, I, CELIA C. TORRES-MESTRE, 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.

DATED: 9-12-01

Celia C. Torres-Mestre
Registered Agent

**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 STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is LO ULTIMO MAGAZINE, INC.
2. The name and address of the registered agent and office is:

CELIA C. TORRES-MESTRE
(NAME)

14430 SABAL DR.
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI LAKES, FL 33014
(CITY/STATE/ZIP)

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.

Celia C. Torres-Mestre
(SIGNATURE)

9-12-07
(DATE)

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01 SEP 17 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA