

OFFICE USE ONLY (DOCUMENT #)

LAVRUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-10/08/01--01039--012

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. XCESO ENTERPRISES, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 8, 2001

LAZARUS

MIAMI, FL

SUBJECT: XCESO ENTERPRISES, INC.  
Ref. Number: W01000023271

We have received your document for XCESO ENTERPRISES, INC.. However, the document has not been filed and is being returned for the following:

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

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) 245-6934.

Loria Poole  
Corporate Specialist  
New Filings Section

Letter Number: 701A00056065

RECEIVED  
01 OCT -9 AM 10:31  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

01 OCT -9 PM 12:13

ARTICLES OF INCORPORATION SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOR

XCESO ENTERPRISES, INC.

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State, providing for the information, liabilities, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I

NAME, ADDRESS, AND AGENT

The name of this Corporation shall be :

XCESO ENTERPRISES, INC.

(Hereinafter referred to as the Corporation). Its Registered and Principal Office shall be located at 777 N.W. 72<sup>nd</sup> Ave 2AA60, Miami, County of Miami-Dade, State of Florida. Its Registered Agent shall be Rene Navarro located at 1801 S.W. Coral Way Suite 204, Miami, Florida 33145.

ARTICLE II

NATURE OF BUSINESS

Section 1. - The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could, viceversa.

a.- To carry on business in the United States of North America or any foreign country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world.

b.- To enter into make perform and carry out Contracts for retail and wholesale, ladies under wear, fabrics, general apparel and all type of business equipment and merchandise and for any Lawful purpose with any person or persons, firms association and/or Corporation in the United States of North America or any Foreign Country or Countries.

c.- To exchange in the currency of foreign countries and the currency of the United States of North America.

d. - To issue bonds, debentures and/or obligations of the company from time to time, for the object and purposes of the company and secure the same by mortgage pledge, deed or trust or otherwise.

e. - To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds, or other securities and obligations of the company and other companies.

f. - To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation.

g. - No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference.

h. - In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon Corporation of this character.

i. - To enter into, make or perform contract of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, notes drafts, bills of exchange, warrants, bonds, debentures, and all others negotiable instruments.

### ARTICLE III

#### CAPITAL STOCK

The Capital Stock of the Corporation upon commencing business operations shall consist of:

a. - ONE HUNDRED (100) SHARES of Par Value. For incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration.

b. - Said shares of common stock to have par value. All shares to be issue fully paid and non-assessable. The Capital stock of this Corporation may be paid in lawful money of the U.S.A. in property, labor or services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. - All of the common stock is to have one vote per share in the control of the management of the Corporation.

d. - The holders of these shares of common stock are to have preventive right in the purchase of subsequent issues of stock.

e. - In the event any shareholder may vote his share or shares proxy one share representing one vote.

### ARTICLE IV

#### INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business shall be Not less than ONE THOUSAND DOLLARS (\$1,000.00)

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of directors shall consist of not less than (2) persons.

ARTICLE VII

INITIAL DIRECTORS & OFFICERS

The names and addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws and the act of the Legislature approved June, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Lina María Ortega	18248 SW 3 Street Pembroke Pine, Florida 33029	President
Jorge Díaz	18248 S.W. 3 Street Pembroke Pine, Florida 33029	Secretary Treasurer

ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of incorporation and the number of shares which each agrees to take as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Lina María Ortega President	18248 SW 3 Street Pembroke Pine, Florida 33029	- 75 -
Jorge Díaz Secretary	18248 SW 3 Street Pembroke Pine, Florida 33028	- 25 -


ARTICLE IX

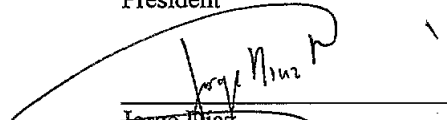
BY-LAWS

The regulation of the business and the conduct of the affairs of the Corporation and the provision creating and limiting the powers of the Corporation, the directors and the stockholders, or any class of stockholders of the Corporation, shall be controlled by the By-Laws which shall be adopted by stockholder

of the Corporation as soon as practicable after the Corporation shall be formed which said By-Law may from time to time and whenever necessary, by amended by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, we the undersigned have made and signed these articles of incorporation at MIAMI, DADE COUNTY, FLORIDA, for the uses and purposes.

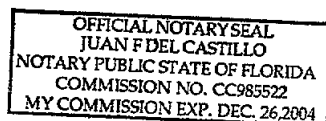
  
Lina María Ortega  
President


  
Jorge Díaz  
Secretary

STATE OF FLORIDA       )  
                                      ) SS  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this day, before me personally appeared Lina María Ortega and Jorge Díaz to me well known to be the persons described as subscriber in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that they subscribed to those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, this First Day of October, 2001.



  
JUAN F. DEL CASTELLO  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

COMMISSION NUMBER CC985522  
MY COMMISSION EXPIRES DECEMBER 26, 2004  
BONDED THROUGH GENERAL INSURANCE UNDERWRITERS

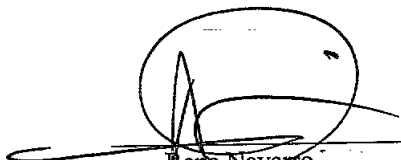
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVRD :**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said act.

**FIRST :** - That XCESO ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION appoints Rene Navarro ~~Inc.~~, with offices located at 1801 S.W. Coral Way Suite 204, City of Miami, County of Miami-Dade its Registered Agent, to accept services of process within this State.

**AKNOWLEDGEMENT :** - Having been named to accept services of process for the above named Corporation, at place designated in this certificate, hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

In the City of Miami, County of Miami Dade, State of Florida, this First Day of October 2001.

  
Rene Navarro  
REGISTERED AGENT

APPROVED  
AND  
FILED  
01 OCT -9 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA