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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Secure Property Holdings, Inc.

RECEIVED

01 OCT 26 AM 10:50

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: WL

Name _____

Date 10/26

Time 11:00

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File 900004655009 10/26/01 01044 007
☐ Fictitious Name File ****210.00 ****70.00
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____

FILED
01 OCT 29 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6
B. WHITE OCT 29 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 26, 2001

CAPITAL CONNECTION, INC.

SUBJECT: SECURE PROPERTY HOLDINGS, INC.
Ref. Number: W01000024846

We have received your document for SECURE PROPERTY HOLDINGS, INC. and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 001A00058999

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

01 OCT 29 PM 3:02
DIVISION OF CORPORATIONS

RECEIVED

ARTICLES OF INCORPORATION
OF
SPHINX PROPERTIES, INC.

FILED
01 OCT 29 PM 4:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation hereby forms a Corporation under the laws of the State of Florida, and hereby states the Articles as follows:

ARTICLE I

The name of this Corporation shall be:

SPHINX PROPERTIES, INC.

and its initial post office and its principal office for the conduct of business are: 18540 SW 88th Road, Miami, FL 33157.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general purpose of the Corporation is to engage in the acquisition and leasing of real property and any other activities and/or businesses permitted under the laws of the United States and the State of Florida, which is deemed desirable by the Corporation.

ARTICLE III

The term for which this Corporation shall exist shall be perpetual commencing on the filing of these Articles of Incorporation with the Secretary of the State of Florida and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by an amendment to the By-Laws of this Corporation within the limitations prescribed by law.

The officers of this Corporation shall be a President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE IV

The Corporation is authorized to issue 1,000 shares of common stock, all of one class, at One Dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the stockholders at a

meeting duly held and convened.

ARTICLE V

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, but shall never be less than one (1).

The name and street address of the initial Director of the Corporation are:

NAME

ADDRESS

PABLO BARRIENTOS

18540 SW 88th Road
Miami, Florida 33157

Said Director is a natural person, a citizen of the United States and is of full adult age. The aforesaid Director shall hold his office until the first Annual Meeting of the Stockholders, or until his successor is elected.

ARTICLE VI

A. The affairs of this Corporation shall be managed by Officers elected by the Board of Directors at its Annual Meeting. The Officers shall serve until the next Annual Meeting of the Board of Directors unless removed earlier in accordance with the By-Laws.

B. The names of the Officers who shall serve until the election at the organizational meeting after these Articles are approved are:

PABLO BARRIENTOS

President

XIMENA BARRIENTOS

Secretary/Treasurer

ARTICLE VII

The name and address of the Incorporator signing these Articles of Incorporation are Pablo Barrientos, 18540 SW 88th Road, Miami, Florida 33157.

ARTICLE VIII

These Articles of Incorporation of this Corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon Stockholders herein are granted subject to this reservation.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

ARTICLE X

The Stockholders of this Corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XI

The Stockholders and Directors of this Corporation may take action by written consent as provided by law.

ARTICLE XII

The Corporation shall indemnify each officer and director, and each former officer and director, to the full extent permitted by law when made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of SPHINX PROPERTIES, INC.

25th day of October, 2001.



PABLO BARRIENTOS
Incorporator

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

1. SECURE PROPERTY HOLDINGS, INC. hereby designates the following registered agent and her office for service of process:

Sandra L. Test
of the Law Offices of
JOHN H. TEST, P.A.
8900 Southwest 117 Avenue
Suite B 105
Miami, Florida 33186

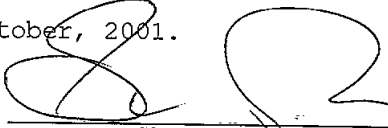
2. The undersigned registered agent is familiar with and accepts the duties and responsibilities as registered agent for said Corporation, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

DATED this 25th day of October, 2001.

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01 OCT 29 PM 4:05

SECRETARY OF STATE
TALLAHASSEE FLORIDA



SANDRA L. TEST, ESQ.

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared PABLO BARRIENTOS, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of SPHINX PROPERTIES, INC. and he acknowledged before me that he executed those Articles of Incorporation, that the form of identification is personal knowledge, and that an oath was taken

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of October, 2001.


Notary Public
State of Florida at Large
My Commission Expires:



Vicky Miller
My Commission DD060333
Expires August 15, 2006