

PD100010488

OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

100004659031--0  
-10/30/01--01041--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. SERENATA COLOMBIANA 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

DIVISION OF CORPORATION

01 OCT 30 AM 10:27

RECEIVED

FILED

01 OCT 30 PM 3:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

PS 10/30/01

FILED

01 OCT 30 PM 3:07

**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:

Serenata Colombiana Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

4343 West Flagler Street Suite 203  
Miami, Fl. 33134

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding. At any one time is:

ONE THOUSAND (1,000) shares of common stock, each share having the par value of \$1.00

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Amparo Carolyna Navarro  
4343 W. Flagler Str. Suite 203  
Miami, Fl. 33134

## **ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Isaac Gilinski	–	4343 W. Flagler Str. Suite 203 Miami, FL 33134
Raul Rosero		4343 W. Flagler Str. Suite 203 Miami, FL 33134
Aura Rosero		4343 W. Flagler Str. Suite 203 Miami, FL 33134
Esperanza Serrano		4343 W. Flagler Str. Suite 203 Miami, FL 33134
Amparo C. Navarro		4343 W. Flagler Str. Suite 203 Miami, FL 33134

## **ARTICLE VI DIRECTOR(S)**

The officers of the Corporation shall be:

President:	Isaac Gilinsky
Vice-President:	Raul Rosero
Secretary:	Esperanza Serrano
Treasurer:	Amparo Carolyn Navarro

## **ARTICLE 7 – CORPORATION CAPITALIZATION**

- 7.1 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature: provided, however, that the Board of Directors(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of director(s) may deem advisable in connection with such issuance
- 7.2 The Board of Director(s) of the corporation may authorize the issuance from time to time of shares of its stock on any class, whether now or hereafter authorize, or securities convertible into shares of its stock of any class, whether now or hereafter authorized,, for such consideration as the Board of Director(s) may deem divisible, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.3 The Board of Director(s) of the Corporation may, by Restated Articles of incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 – SUB-CHAPTER S CORPORATION**

The corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall Continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as mended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation, shall take any action, or make any transfer or to her disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the corporation has elected to be an S Corporation, each share of stock issue by this Corporation shall contain the following legend:

The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

## **ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholder 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 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 theses 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 – 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 repeat 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.**

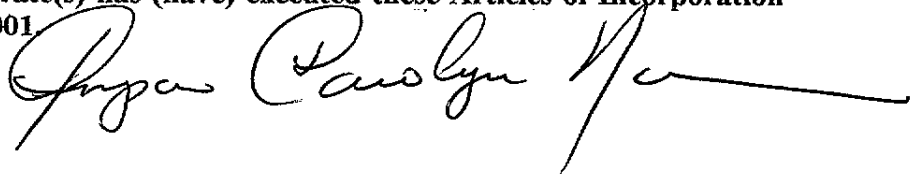
#### **ARTICLE 14 – EFFECTIVE DATE**

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

#### **ARTICLE 15 – 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, on 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.**

The undersigned incorporate(s) has (have) executed these Articles of Incorporation this 29 day of October, 2001.



STATE OF FLORIDA

SS:

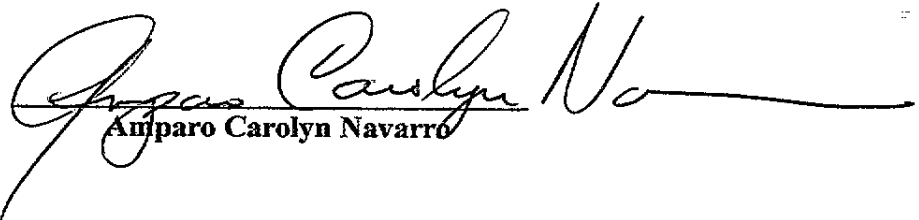
COUNTY OF DADE

Before me, the undersigned authority, personally appeared \_\_\_\_\_  
To me well known an known to be the person described in and who executed the  
foregoing Articles of Incorporation, and she acknowledge to and before me that she  
executed said instrument for the purpose therein expressed.

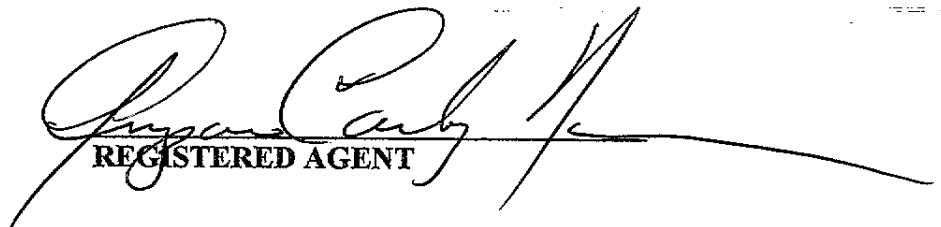
FILED  
01 OCT 30 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WITNESS by hand and seal this \_\_\_\_\_ 2001.

NOTARY \_\_\_\_\_

  
Amparo Carolyn Navarro

Signed and dated this 29<sup>th</sup> day of October, 2001, I hereby am familiar with  
and accept the duties and responsibilities as registered agent for Serenata  
Colombiana, Inc..

  
REGISTERED AGENT