

H01000109355

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.

(((H01000114170 3)))

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 : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FILED
01 NOV 14 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MAOLI CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

G. BULLOCK NOV 14 2001

(850) 487-6013
10:487-6013 11/14/01 10:11 Fl Dept of State pl /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 14, 2001

CCRS

SUBJECT: MAOLI CORP.
REF: W01000026108

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

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.

LIST ONLY ONE RA IN ARTICLE VII.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

FAX Aud. #: H01000114170
Letter Number: 401A00061378

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

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

H01000114170

ARTICLES OF INCORPORATION**OF****Maoli Corp.**

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

ARTICLE I
NAME

The name of the corporation shall be Maoli Corp.

ARTICLE II
DURATION AND EXISTENCE

The Corporation shall have a perpetual existence. The existence of the Corporation shall commence on the date these Articles of Incorporation are filed with the Secretary of State.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
PRINCIPAL OFFICE

The initial principal office of this Corporation shall be:

Ferrell Schultz
201 South Biscayne Boulevard
Suite, 3400
Miami, Florida 33131

The mailing address of this Corporation shall be:

Ferrell Schultz
201 South Biscayne Boulevard
Suite, 3400
Miami, Florida 33131

FILED
01 NOV 14 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000114170

ARTICLE V
DIRECTORS

This Corporation shall have two (2) initial directors. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1) director.

ARTICLE VI
SHARES

- (a) The maximum number of shares of stock that this corporation is authorized to issue are 100 shares with a par value of \$1.00 per common share of stock.
- (b) Shareholders shall not have preemptive rights.
- (c) Shareholders shall not have cumulative voting rights.

ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Ignacio G. del Valle
C/O: Ferrell Schultz
201 South Biscayne Boulevard
Suite 3400
Miami, Florida 33131

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporator is:

Ignacio G. del Valle
C/O: Ferrell Schultz
201 South Biscayne Boulevard
Suite 3400
Miami, Florida 33131

ARTICLE IX
INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of fact that he is or was director or officer of this corporation, or is or was serving at the request of the corporation as a director, officer of this

H01000114170

corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expense (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee, or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that the breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE X AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to the reservation.

H01000114170

ARTICLE XI
BYLAWS

The bylaws may be adopted, altered, amended, repealed, by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws is not subject to the amendment or repeal by the directors.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 13th day of November, 2001.



Ignacio G. del Valle, Incorporator

H01000114170

ACCEPTANCE BY REGISTERED AGENT
FOR MAOLI CORP.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By:



Ignacio G. del Valle

13th day of November, 2001.

FILED
01 NOV 14 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000114170