

P01000114726

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 NOV 30 AM 8:24

SUBJECT: PALABRITAS, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

600004700506--5  
-11/30/01--01058--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FROM OSCAR PAZ  
Name (Printed or typed)

17036 SW 144 COURT  
Address

MIAMI, FLORIDA 33177  
City, State & Zip

305-259-6540  
Daytime Telephone number

DEC 5 2001

## **ARTICLES OF INCORPORATION**

**OF**

### **PALABRITAS, INC.**

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

#### **ARTICLE I**

The name of this corporation is:

#### **PALABRITAS, INC.**

#### **ARTICLE II**

The general nature of the business to be transacted by this corporation is: To develop all type of commercial activities in the area of investments, loan services, consulting services, fabrication, buying, selling, commercialization, import/export of furniture or real property, and administration of the same, especially the design, production and commercialization of printed, and audio-visuals, electronic and magnetic media for entertainment, illustration, or educational character, with the goal of spreading the Biblical message, utilizing commercial establishment, owned by the corporation or through third parties, or in participation with them, or without them to realize all types of lawful operations, investments, buy and sell capital equipment of real property, in order to generate revenue to facilitate the development of all commercial activities.

#### **ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having a \$1.00 par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon; and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or the directors. The stock shall be issued from time to time as may be determined by the Board of Directors.

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On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

#### **ARTICLE IV**

The corporation shall have perpetual existence.

#### **ARTICLE V**

The initial street address of the principal office of this corporation in the State of Florida is:

17036 SW 144<sup>TH</sup> Court  
Miami, Florida 33177

The Board of Directors, may, from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America and foreign countries as may, from time to time, be authorized by the Board of Directors.

#### **ARTICLE VI**

The Registered Agent of this corporation is:

OSCAR PAZ

and the registered office is:

17036 SW 144<sup>TH</sup> Court  
Miami, Florida 33177

#### **ARTICLE VII**

**Section 1.** The officers of the corporation shall be a President, such number of Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the corporation By-Laws.

**Section 2.** The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Oscar Paz, President  
17036 SW 144 Court  
Miami, Florida 33177

Milton R. Reynosa, Vice-President  
10610 SW 199 Street  
Miami, Florida 33157

Belarmino Dussan, Treasurer  
9165 Fountainbleau Blvd. S: 8  
Miami, Florida 33172

## **ARTICLE VIII**

**Section 1.** The Board of Directors shall manage the business affairs of this corporation. The corporation shall have two directors initially. The number of directors may be increased from time to time, to a maximum number specified in the By-Laws, but shall never be less than two (2)

**Section 2.** The Annual meeting for the election of members of the Board of Directors shall be held as may be provided in the By-Laws.

**Section 3.** The Corporation may provide in its By-Laws for the holding of additional meetings, and shall provide notice of all such meetings, at least two weeks in advance.

**Section 4.** The percentage of the members necessary to constitute a quorum for the holding of any meeting shall be determined in the By-Laws

## **ARTICLE IX**

The name and street address of the members of the first Board of Directors and Officers who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are:

Alvaro H. Ramos  
Director  
Transversal 24<sup>a</sup> No. 57 - 64  
Bogotá D. C, Colombia

Wilfrido Ramirez Carrero  
Director  
Transversal 24<sup>a</sup> No. 57 - 64  
Bogotá D. C, Colombia

## **ARTICLE X**

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 Stockholder's Meeting by a majority of the stock entitled to vote thereon.

## **ARTICLE XI**

The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation; and such agreements may include any limitation upon the transferability of assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock; and such agreement shall be valid and this corporation may join as a party thereto.

## **ARTICLE XII**

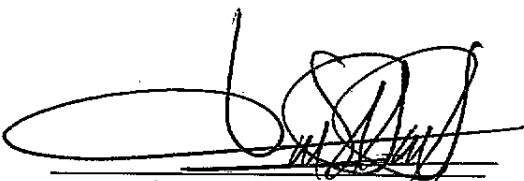
This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deems meet and expedient and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, trust or pledge to secure the indebtedness of the corporation.

ARTICLE XIII

DESIGNATION OF RESIDENT AGENT

PALABRITAS, INC. Hereby designates 17036 SW 144 COURT, Miami, Florida 33177; as its registered office and, OSCAR PAZ, as its Registered Agent.


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 PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
Oscar Paz

11-19-2001  
\_\_\_\_\_  
Date

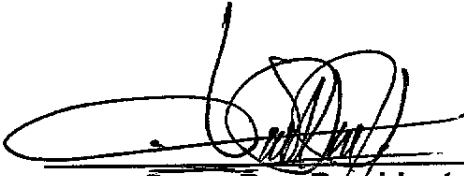
State of Florida, County of Miami-Dade

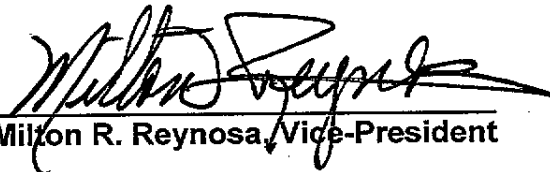
The foregoing instrument was acknowledged before me  
This 19 day of November, 2001 by Oscar Paz,  
personally known to me.

  
\_\_\_\_\_  
Jesús Fernández  
My Commission Expires on  
November 7, 2004



IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals, this 19<sup>th</sup> day of November, 2001 for the purpose of forming this corporation, under the laws of the State of Florida.

  
Oscar Paz, President

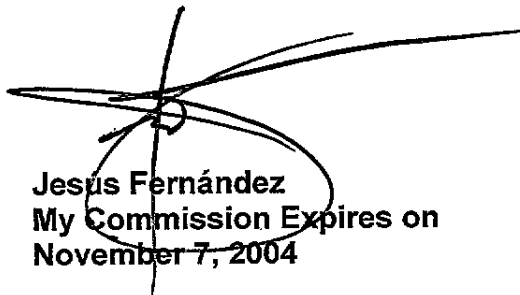
  
Milton R. Reynosa, Vice-President

  
Belarmino Dussan, Treasurer

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State of Florida, County of Miami-Dade

The foregoing instrument was acknowledged before me  
This 19 day of November, 2001 by Oscar Paz, Milton R.  
Reynosa, and Belarmino Dussan personally known to me.

  
Jesus Fernández  
My Commission Expires on  
November 7, 2004

