

**P02000009029**

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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**ST. ANGELO INTERNATIONAL ASSOCIATES, INC.**

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

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**ARTICLES OF INCORPORATION**

**OF**

**ST.'ANGELO INTERNATIONAL ASSOCIATES, INC.**

The undersigned hereby subscribes to these articles of Incorporation for the purposes of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**ST.'ANGELO INTERNATIONAL ASSOCIATES, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares shall be fully paid and nonassessable.

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**ARTICLE IV**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V**  
**REGISTERED AGENT AND PRINCIPAL ADDRESS OF THE**  
**CORPORATION**

The registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Joseph Aminoff, Esq.  
Law Offices of Joseph Aminoff  
407 Lincoln Road  
Suite 9A  
Miami Beach, FL 33139

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

The principal address for the corporation shall be:

3300 N.E. 192<sup>nd</sup> Street, #1407, Aventura, FL 33181

**ARTICLE VI**  
**BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the Stockholders, but shall never be less than one (2).

**ARTICLE VII**

**INITIAL DIRECTOR**

The name of the initial directors of this Corporation and their street address  
is:

MANUEL M. ROSENWALD, PRESIDENT

ANTONIO COCULLA, VICE-PRESIDENT

The persons named as initial directors shall hold office for the first year of  
existence of this Corporation or until their successors are elected or appointed and  
have qualified, whichever occurs first.

**ARTICLE VIII**

**INCORPORATOR**

The name and street address of the person signing these Articles of  
Incorporation as the Incorporator is:

Joseph Aminoff, Esq.  
Law Office of Joseph Aminoff  
407 Lincoln Road  
Suite 9A  
Miami Beach, Fl 33139

**ARTICLE IX**

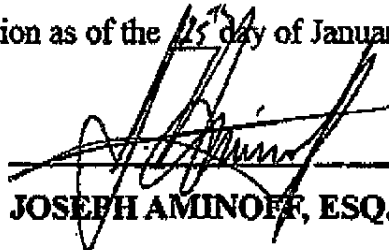
**CONFLICT OF INTEREST**

No contract between this corporation and another corporation or another  
individual shall be invalidated by reason of the fact that one or more of the officers  
or directors of this corporation are officers or directors of said other corporation, or  
by reason of the fact that one or more of the officers or directors of this corporation  
may be the other individual or individuals contracting with this corporation.

**ARTICLE X**  
**AMENDMENT**

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 stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 25<sup>th</sup> day of January, 2002.

  
\_\_\_\_\_  
JOSEPH AMINOFF, ESQ.

**STATE OF FLORIDA**  
**COUNTY OF DADE**

BEFORE ME. A Notary Public, personally appeared JOSEPH AMINOFF, ESQ. the Incorporator of ST. ANGELO INTERNATIONAL ASSOCIATES, INC., to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami Beach. Dade County, Florida, this \_\_\_ day of January, 2002.

\_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission Expires:

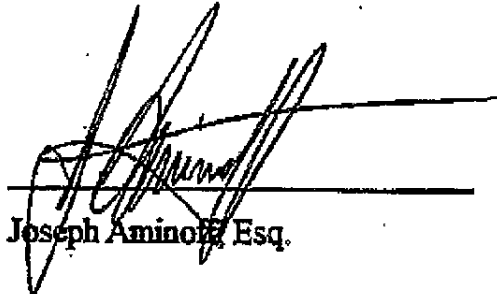
**CERTIFICATE DESIGNATING PLACE OF BUSINESS**  
**OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Statute:

That ST. ANGELO INTERNATIONAL ASSOCIATES, INC. desiring to organize under the laws of the State of Florida, with its registered office at 407 Lincoln Road, suite 9A, Miami Beach, Fl 33139, has named Joseph Aminoff, Esq., 407 Lincoln Road, Suite 9A, Miami Beach, Fl 33139, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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 agree to comply with the provisions of said statutes relative to keeping open said office.

  
\_\_\_\_\_  
Joseph Aminoff Esq.

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