

CAPITAL CONNECTION, INC.

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

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Esther Corporation

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____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
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____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
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____ Vehicle Search _____
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____ UCC 1 or 3 File **J. BRYAN** FEB 5 2002
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ARTICLES OF INCORPORATION
OF
ESTHER CORPORATION

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS OF THE CORPORATION

The name of the Corporation shall be ESTHER CORPORATION (the "Corporation"). The initial address of the Corporation shall be 7800 NW 32 St., Miami, FL 33122.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by the Corporation are to transact all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited nor restricted by reference to, or inference from, any provisions in this or any other article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
STOCK

The authorized capital stock of the Corporation shall consist of 100,000 shares of Common Stock with a par value of \$1.00 per share.

**ARTICLE IV
INCORPORATOR**

The name and street address of the incorporator of the Corporation is as follows:

Ivan F. Ortiz
7800 NW 32 St.
Miami, Florida 33122

**ARTICLE V
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Florida shall be 7800 NW 32 St., Miami, FL 33122. The name of the initial registered agent of the Corporation at the above address shall be Ivan F. Ortiz.

**ARTICLE VII
NUMBER OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than three (3) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of two (2) persons.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of the Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

<u>Name and Address</u>	<u>Office</u>
Ivan F. Ortiz 7800 NW 32 St. Miami, FL 33122	President/Secretary
Dominick Alesandrini 2001 N. Armenia Ave. Tampa, FL 33607	Vice-president/Treasurer

**ARTICLE IX
BY-LAWS**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE X
FINANCIAL INFORMATION**

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XII
COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall, in accordance with Florida law, commence on the date of filing of these articles.

ARTICLE XIII
PREEMPTIVE RIGHTS

The corporation elects to grant preemptive rights to its shareholders.

IN WITNESS WHEREOF, the above-named incorporator signed these Articles of Incorporation this 30th day of January, 2002.

By: _____

Ivan F. Ortiz
Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

ESTHER CORPORATION desiring to organize as a corporation under the laws of the State of Florida, has designated 7800 NW 32 St., Miami, FL 33122 as its initial Registered Office and has named Ivan F. Ortiz, located at said address, as its initial Registered Agent.

By: 

Ivan F. Ortiz
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby acknowledges that he is familiar with the obligations of such position and accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: 

Ivan F. Ortiz
Registered Agent

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