

# P02000018207



ACCOUNT NO. : 072100000032

REFERENCE : 402648 85437A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
02 FEB 18 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 18, 2002

ORDER TIME : 10:37 AM

ORDER NO. : 402648-005

500004947815--4

CUSTOMER NO: 85437A

-02/18/02--01043--021  
\*\*\*\*157.50 \*\*\*\*\*78.75

CUSTOMER: Sandi D. Morejon, Legal Asst  
Smith & Supraski, P.a.

Second Floor  
2450 N.e. Miami Gardens Drive  
Miami, FL 33180

DOMESTIC FILING

NAME: QTP ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156  
EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
02 FEB 18 AM 11:29  
DEPARTMENT OF STATE  
SYSTEM OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN FEB 18 2002

**ARTICLES OF INCORPORATION**  
**OF**  
**QTP ENTERPRISES, INC.**

**FILED**  
02 FEB 18 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of this corporation is: QTP ENTERPRISES, INC. The principal place of business of this corporation shall be at 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, FL 33180.

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

**ARTICLE IV**  
**CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V**  
**VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI**  
**DURATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE VII**  
**DIRECTORS**

The number of directors of the corporation shall not be less than two or more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

**NAME**

**ADDRESS**

Ophelia A. Roca

2450 N.E. Miami Gardens Drive  
Second Floor  
North Miami Beach, FL 33180

Juan Roca

2450 N.E. Miami Gardens Drive  
Second Floor  
North Miami Beach, FL 33180

**ARTICLE VIII**  
**OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
OPHELIA ROCA President	2450 N.E. Miami Gardens Drive Second Floor North Miami Beach, FL 33180
JUAN ROCA Vice President/Secretary	2450 N.E. Miami Gardens Drive Second Floor North Miami Beach, FL 33180

**ARTICLE IX**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X**  
**TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Esq., 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

**NAME**

**ADDRESS**

Ophelia A. Roca

2450 N.E. Miami Gardens Drive  
Second Floor  
North Miami Beach, FL 33180

**ARTICLE XIII**  
**INDEMNIFICATION**

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 16<sup>th</sup> day of February, 2002.

Opheelia A. Roca  
OPHELIA A. ROCA  
SUBSCRIBER

STATE OF FLORIDA                     )  
  )ss:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, the undersigned Notary Public, personally appeared OPHELIA A. ROCA, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Miami-Dade County, Florida this 16<sup>th</sup> day of February, 2002.



Marnia Trujillo  
Commission # DD 070197  
Expires Dec. 21, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

Marnia Trujillo  
Notary Public, State of Florida  
My Commission Expires: Dec 21, 2005  
Marnia Trujillo  
Print Name of Notary Public

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

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- THAT QTP ENTERPRISES, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS LOCATED AT, 2450 N.E. MIAMI GARDENS DRIVE, SECOND FLOOR, NORTH  
MIAMI BEACH, FL 33180, HEREBY NAMES LOUIS A. SUPRASKI, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
OPHELIA A. ROCA

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.

  
LOUIS A. SUPRASKI,  
REGISTERED AGENT

DATED: 02/16/02

**FILED**  
02 FEB 18 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA