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LAW OFFICES

DAWN G. EURINGER, ESQUIRE

P.O. BOX 144253
CORAL GABLES, FLORIDA 33134

Telephone (305) 856-2827
Telecopier (305) 856-2827

April 8, 2002

VIA U.S. CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida
Attention: New Corporate Filings

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-04/11/02--01087--006
*****78.75 *****78.75

Re: PONCE AMERICANA GROUP, INC. () ARTICLES OF INCORPORATION

Dear Sirs:

Please find enclosed the Articles of Incorporation of PONCE AMERICANA GROUP, INC. , with Acceptance of Registered Agent, and filing fee in the total amount of \$78.75 to include a Certified Copy of the Articles

Please return the Certified Copy to our mailing address: DAWN G. EURINGER, ESQ., P.O. Box 144253, Coral Gables, 33134.

Should there be any questions, please call this office.

Thank you.

Very truly yours,



DAWN G. EURINGER

DGE/TBM
ENC. Articles, Check

Dawn GAVE
AUTHORIZATION BY PHONE TO
CORRECT articles
DATE 4/19
DOC. EXAM BC

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
PONCE AMERICANA GROUP, INC.**

**ARTICLE I
NAME**

The name, address and principal place of business of the corporation is:

**PONCE AMERICANA GROUP, INC.
12841 S.W. 43rd Drive, Suite 252A, Miami, FL 33175**

In addition to the office of the corporation registered with the Secretary of State of Florida, the corporation may also have offices at such places both within and without the State of Florida as the Board of Governors may from time to time determine or the business of the corporation may require.

**ARTICLE II
PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and any other lawful purpose and to engage in any business or transaction deemed necessary, convenient or arising from carrying out such business within or without the United States.

**ARTICLE III
CAPITAL STRUCTURE**

The corporation is authorized to issue 100,000 shares of common stock, par value One (\$1.00) U.S. Dollars hereinafter referred to as the "Common Stock". The Board of Directors may authorized the issuance of the Common Stock or other classes of stock to any persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of consideration in property or services shall be determined by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 12841 S.W. 43rd Drive, Suite 252A, Miami, FL 33175 and the name of the initial registered agent at such address is Peter E. Nefsky.

**ARTICLE V
INCORPORATORS**

The name and address of the initial incorporator of this corporation is Peter E. Nefsky, 12841 S.W. 43rd Drive, Suite 252A, Miami, FL 33175.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE VI
BOARD OF DIRECTORS**

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one or more than three. The names and addresses of the initial directors are: Peter E. Nefsky, 12841 S.W. 43rd Drive, Suite 252A, Miami, FL 33175

**ARTICLE VII
OFFICERS**

The corporation shall have a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors from time to time by resolution create and who shall be elected according to the By-Laws of the corporation. The names and address of the initial officers of this corporation who shall hold such office until their successors have been duly elected are:

President/ Vice President : Peter E. Nefsky, 12841 S.W. 43rd Dr., Suite 252A,
Miami, Florida 33175
Secretary/ Treasurer: Peter E. Nefsky, 12841 S.W. 43rd Drive, Suite 252A,
Miami, Florida 33175

**ARTICLE VIII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, including specifically the power to make loans or advances to purchase any stock, other securities or evidences of indebtedness of, or make any investment or acquire any interest whatsoever in, or be a promoter, incorporator, general partner, limited partner, member, associate or manager of, any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future of any other person, corporation, association, partnership, or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this corporation's business; and to endorse, guarantee and secure, with or without consideration to this corporation, the payment of the obligations, and indebtedness, both past and future, of any other person, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as this corporation may deem advisable or necessary.

**ARTICLE IX
DIRECTOR CONFLICTS OF INTEREST**

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of this corporation's directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors or a committee thereof authorizing, approving or ratifying such contract or transaction, or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by this corporation's Board of Directors, committee or its shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X INDEMNIFICATION

The corporation hereby indemnifies the corporation's officers, directors, employees, or agents, past and present, his or her estate, heirs, executors, or administrators, to the fullest extent permitted or authorized by current or future legislation, and as authorized or permitted by judicial or administrative decision to the extent such decisions provide broader indemnification rights, against all fines, liabilities, costs, and expenses, including attorneys' fees, asserted against him or her or incurred by him or her arising from his or her capacity or status as a director, officer, agent, employee or representative of this corporation.

The right to indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and its officers, directors, agents, employees and representatives against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify directly against such liability.

Costs, charges and expenses, including attorneys fees, incurred by the corporation's officers, directors, agents, employees and representatives in defending any civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current legislation or by future legislation to the extent future legislation provides conditions less burdensome than that of previous legislation.

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each officer, director, agent, representative and employee to the fullest extent permitted by all portions of this Article not invalidated and to the fullest extent permitted by law.

**ARTICLE XI
TERM OF EXISTENCE**

Commencing on the date of filing of the Articles of Incorporation with the Department of State the duration of the corporation is perpetual unless sooner liquidated or dissolved in accordance with law.

**ARTICLE XII
AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII
BY-LAWS**

The By-laws of the corporation shall be made and adopted by a majority of the Board of Directors at the first meeting. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that they are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this State or of the United States.

The undersigned incorporator has executed these Articles of Incorporation this 8 day of April, 2002.



PETER E. NEFSKY, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named herein as registered agent to accept service of process on behalf of corporation PONCE AMERICANA GROUP, INC. at the address stated in the corporation's foregoing Articles of Incorporation, the undersigned agrees to act in such capacity and agrees to comply with Chapter 607.0505 of the Florida Statutes (1991).

DATED this 8 day of April, 2002.



PETER E. NEFSKY

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FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA