

POD0000065776

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000152153 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

02 JUN 13 PM 3:42
FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A. C A MIAMI, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION
OF
C A MIANI, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE ONE
NAME**

The name and address of this Corporation is:

*C A MIANI, INC.
7860 Camino Real, L411
Miami, FL 33143*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 13 PM 3:42

**ARTICLE TWO
PURPOSE OF CORPORATION**

This corporation may engage in any activity or business permitted under the laws of the United State of America and the laws of the State of Florida.

**ARTICLE THREE
DURATION**

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporation existence shall begin is upon filing with the Secretary of State of Florida.

**ARTICLE FOUR
INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

*Javier A. Paez.
7860 Camino Real, L411
Miami, FL 33143*

Prepared by: Diaz & Associates, Inc.
780 N.W. 42nd Avenue, Suite 422
Miami, Florida 33126

ARTICLES OF INCORPORATION

ARTICLE FIVE CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

ARTICLE SIX VOTING RIGHTS

Except if otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE SEVEN SHAREHOLDER RIGHTS

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

ARTICLE EIGHT INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name(s) and address(es) of the initial director(s) of this corporation is/are:

Maria Consuelo Valdes de Miani
Avenida San Borja, Sur 115
San Borja, Lima 14 Peru

Augusto Javier Miani
Avenida San Borja, Sur 115
San Borja, Lima 14 Peru

Cesar Miani
Avenida San Borja, Sur 115
San Borja, Lima 14 Peru

Melissa Socorro Miani
Avenida San Borja, Sur 115
San Borja, Lima 14 Peru

ARTICLE NINE AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation of any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION

**ARTICLE TEN
BOARD OF DIRECTORS RIGHTS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation is also a director or an officer of such corporation or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of his corporation which shall authorize any such contract of transaction with like force and effect as if he

**ARTICLE ELEVEN
BY-LAWS**

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles, which the Board of Directors may not change.

**ARTICLE TWELVE
INITIAL PRINCIPAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Principal Registered Office of this corporation is: *7860 Camino Real, L411, Miami, Florida* and the name of the Initial Registered Agent of this corporation is: *Javier A. Paez*.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6th day of June, 2002.


JAVIER A. PÁEZ - Incorporator

CERTIFICATE

**DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First - That C A MIAMI, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida has named *JAVIER A. PAEZ*, at the following address; *7860 Camino Real, L411, Miami, FL 33143*, in the County of Dade, State of Florida, as its' agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent) Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
JAVIER A. PAEZ

STATE OF FLORIDA)
SS:
COUNTY OF DADE)

BEFORE ME, A Notary Public authorized to take acknowledgments in the State of Florida, County of Dade, personally appeared, *JAVIER A. PAEZ*, who identified himself with *DRIVER LICENSE* to be the person(s) who executed the foregoing Articles of Incorporation and Certificate, and who acknowledged before me that they executed these Articles of Incorporation and Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Dade, this 6th day of June, 2002.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



02 JUN 13 10:43
DIVISION OF CORPORATIONS
SECRETARY OF STATE