

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6627
Tallahassee, FL 32314

SUBJECT: _____

SP & FG, Inc

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500005662615--8

-05/31/02--01039--009

*****78.75 *****78.75

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

Pedro Spada

Name (Printed or typed)

2520 SW 22ND Street Suite 2/186

Address

Miami - FL - 33145

City, State & Zip

305-636-5353

Daytime Telephone number

FILED
02 MAY 31 AM 11:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 14, 2002

PEDRO SPADA
2520 S.W. 22ND STREET
SUITE 2/186
MIAMI, FL 33145

SUBJECT: SP & FG, INC.
Ref. Number: W02000015915

We have received your document for SP & FG, INC.. However, the document has not been filed and is being returned for the following:

THE DATE OF ACKNOWLEDMENT IS NOT CLEAR, AND THE DATE OF SIGNING IN NOT THERE. IF YOU WOULD LIKE TO HAVE AN EFFECTIVE DATE, WE NEED TO KNOW WHAT IT IS.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 802A00035730

ARTICLES OF INCORPORATION

ARTICLE I.

NAME

The name of this corporation is: **SP & FG, Inc.**

ARTICLE II.

DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these articles.

ARTICLE III.

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on re the any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz.:

a. To carry on business in the United States or any foreign country of countries, to buy, sell, import, export, lease, sub-lease, hold procure, transport, manufacture, acquire and deal generally, both whole-sale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

b. To enter into, make perform and carry out contract of every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United State.

d. To purchase, hold and/or reissue the shares of its capital stock, and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

e. To do all of such acts or things as they are incident or-- conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes of the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

f. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference.

g. In general, to carry on any incidental business in connection with foregoing, whether Manufacturing or otherwise and to have an exercise all the powers conferred by the laws of the State of Florida upon corporation of this character.

FILED
02 MAY 31 AM 11:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to issue five hundred (500) share of \$0.01 par value common stock.

ARTICLE V.

BOARD OF DIRECTORS

This corporation shall have (2) directors initially. The number of directors will be either increased or diminished from time under the by-laws, but shall never be less than one (1). The name of the directors of this corporation is:

Pedro Spada, President

Gustavo Felicevich, Vice-President

ARTICLE VI.

INCORPORATOR

The name and address of the persons signing these Articles are:

**Pedro Spada, President
2520 SW 22ND STREET SUITE 2/#186
MIAMI FL 33145**

**Gustavo Felicevich, Vice-President
1721 SW 93 COURT
MIAMI FL 33165**

ARTICLE VII.

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII.

AMENDMENT

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

ARTICLE IX.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal/registered office of this corporation is: **2520 SW 22ND STREET SUITE 2/#186 MIAMI FL 33145** and the initial Registered Agent of the corporation at that address is: **Pedro Spada.**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29 day of May, 2002


Pedro Spada

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in **ARTICLE IX.** of these articles of incorporation, the undersigned hereby to act in the capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

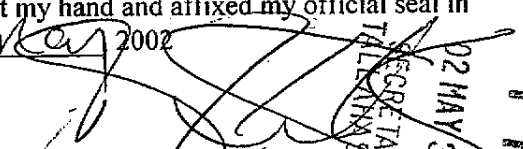
Dated this 29 day of May, 2002.

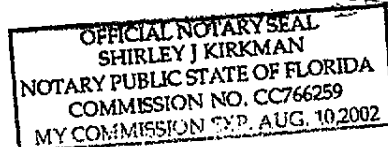

Pedro Spada

STATE OF FLORIDA }
 } SS.
COUNTY OF DADE }

Before me, Notary Public, authorized in the State of Florida and County of Dade, personally appeared **Pedro Spada** and **Gustavo Felicevich** known to me and known by me to be the persons who have incorporated and executed the foregoing Articles of Incorporation of **SP & FG Inc.** They acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29 day of May, 2002


Notary Public, State of Florida



FILED
02 MAY 31 AM 11:32
TALLAHASSEE FLORIDA
SECRETARY OF STATE