

**CAPITAL CONNECTION, INC.**

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

*Cella Investments Inc*

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-07/25/02--01063--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☒ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

**FILED**  
02 JUL 25 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
02 JUL 25 PM 2:18  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: *AW*

*7/25*

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

CELLA INVESTMENTS, INC.

The undersigned, in order to form a corporation purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

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02 JUL 25 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation is: CELLA INVESTMENTS, INC.

This corporation shall be located at 13900 S.W. 79<sup>th</sup> Street, Miami, Florida 33183 or at such other place as designated by the Board of Directors.

ARTICLE II

The business of the corporation shall be carried on in Miami-Dade County, Florida, and at such other place or places in the State of Florida, and in the United States of America and foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE III

The general nature of the business to be transacted by the corporation shall be as follows:

(a) To engage in any lawful business or commercial activity in the United States of America, its territories and possessions, and in any country or location in the world, including but not limited to the right to act as a partner, joint venturer, agent, representative or otherwise, with any other entity for any lawful purpose.

(b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices in action, either as owner, broker, agent or factor. To engage in any lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations.

(c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

(d) Any stock issued by this corporation may qualify under S1244 of the Internal Revenue Code of 1954, and as same may be amended.

(e) This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers.

(f) The foregoing clauses shall be construed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

#### ARTICLE IV

The corporation shall begin business having at least such minimum amount of capital as required by the applicable Florida Statutes, and shall have perpetual existence.

#### ARTICLE V

The corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

#### ARTICLE VI

The street address of the initial registered office of this corporation is 1313 Ponce de Leon Blvd., Suite 301, Coral Gables, Florida, 33134 and the initial registered agent of this corporation at that address is NORMAN M. SEVIN.

#### ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors consisting of one or more Directors. The exact number of Directors may be fixed by the By-Laws of this

corporation. The names and street addresses of the first Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected or appointed and have qualified, are as follows:

Domenico Cella 13900 S.W. 79<sup>th</sup> Street, Miami, Florida 33183

ARTICLE VIII

The name and street address of the Officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have qualified, are as follows:

**PRESIDENT:** DOMENICO CELLA, 13900 S.W. 79<sup>th</sup> Street, Miami, Florida 33183

**SECRETARY:** CARIDAD CELLA, 13900 S.W. 79<sup>th</sup> Street, Miami, Florida 33183

**TREASURER:** CARIDAD CELLA, 13900 S.W. 79<sup>th</sup> Street, Miami, Florida 33183

ARTICLE IX

The name and street address of each incorporator or subscriber to these Articles of Corporation, is as follows:

Domenico Cella 13900 S.W. 79<sup>th</sup> Street, Miami, FL 33183  
Caridad Cella 13900 S.W. 79<sup>th</sup> Street, Miami, FL 33183

The capital stock may be paid for in property, labor or services (including labor and services to be performed in the future) at a just valuation to be fixed by the incorporator(s) or

by the Director(s) at a meeting called for such a purpose or at the organization meeting. All of the aforesaid stock is to be issued as fully paid for and exempt from assessment.

IN WITNESS WHEREOF, the undersigned has caused there presents to be executed this 11<sup>th</sup> day of July, 2002.

  
DOMENICO CELLA

  
CARIDAD CELLA

STATE OF FLORIDA

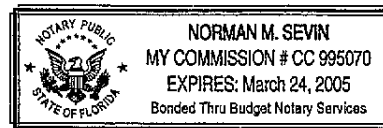
COUNTY OF MIAMI-DADE

DOMENICO CELLA and CARIDAD CELLA personally appeared this day before me, the undersigned authority, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to the same for the purposes therein expressed.

Witness my hand and official seal, this 11<sup>th</sup> day of July, 2002.

NOTARY PUBLIC

Norman M. Sevin  
Print NORMAN M. SEVIN  
State of Florida at Large (Seal)  
My commission expires:



CERTIFICATION DESIGNATING 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 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That CELLA INVESTMENTS, 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 Miami-Dade, State of Florida has named NORMAN M. SEVIN, located at 1313 Ponce de Leon Blvd. Suite 301, Coral Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated 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.

Norman M. Sevin  
(RESIDENT AGENT)

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02 JUL 25 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA