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**FLORIDA PROFIT CORPORATION OR P.A.**

**ROMERO ORNAMENTAL, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF

ROMERO ORNAMENTAL, INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purposes of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation.

ARTICLE I - NAME

The name of this corporation shall be:

ROMERO ORNAMENTAL, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a) Any and all legal business within the State of Florida and within the United States of America.
- b) To conduct all and every performances as construction of roofs, repairs and beatification of roof in all its extent, according to law as an individual person may perform.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of Real Property, and any other properties, including franchises, patents, Copy-Rights, Trademarks, and licenses in the State of Florida and in all other States, Districts, territories, countries or colonies.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgage, transfer or corporate indebtedness as require.
- e) To purchase the corporate assets of any other corporations and engage in the same or other character of business.

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f) To acquire by purchase, subscriptions or otherwise and to receive, hold or guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of shares of the capital stock or any voting trust certificates in respect of the shares of Capital Stocks, warrants, rights, bonds, debentures, notes and other securities, obligations, chose in action and evidence of indebtedness or interest issued or created by any Corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any State, territory, province, municipality or other political subdivision or by any government agency, and as owner thereof, to possess and exercise all of the rights, powers or privileges of ownership, including the rights to execute consents and rights to vote thereon, and do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in the value thereof.

g) In general, to carry on any other business in connection with foregoing, and to have and exercise all of the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

#### ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue THREE HUNDRED (300) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The Street and address of the initial registered office of this Corporation, which is the mailing address is 3435 N. W. 37th Street, Miami, Florida 33142 and the name of the initial registered agent is ORLANDO MARTINEZ.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) director initially, the number of directors may be either increased or diminished from time to time by the BY-LAWS. The name and address of the initial director of this Corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
ORLANDO MARTINEZ Pres.-Sec.-Treas.	3435 N. W. 37th Street Miami, Florida 33142

ARTICLE IX - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, the number of shares each agree to take and the value of the consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
ORLANDO MARTINEZ	3435 N. W. 37th St.	300	\$ 300.00

This 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.

The private property of the stockholders of this Corporation shall not be subject to the payment of the corporate debts in an extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of the Corporation or such members thereof.

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No person shall be required to own, hold or control stock in this Corporation as a condition precedent to holding an office in the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 18th day of September, 2002.

  
ORLANDO MARTINEZ  
Pres. - Secret. - Treas.

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR ROMERO ORNAMENTAL, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, 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.

SIGNED THIS 18TH DAY OF SEPTEMBER, 2002

  
ORLANDO MARTINEZ  
Pres. - Secret. - Treas.

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