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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

From: Account Name : JOSE M. MARQUEZ, P.A.  
Account Number : 075132001371  
Phone : (305) 447-1160  
Fax Number : (305) 447-1194

FLORIDA PROFIT CORPORATION OR P.A.

TruEnterprises Corp.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 29, 2002

JOSE M. MARQUEZ, P.A.

SUBJECT: TRUENTERPRISES CORP.  
REF: W02000031155

We have received your document for TRUENTERPRISES CORP. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

FAX Aud. #: H02000218889  
Letter Number: 402A00059510

NOTE: Please be advised that the Articles of Incorporation were returned based on the foregoing corrections, together with the unavailability of the proposed corporate name, as dated in a telephone conversation with one of your corporate specialists. Accordingly we are hereby re-submitting the Articles with the corrections requested by the Division of Corporations.

Kindly credit the filing fee (\$78.75) which was forwarded via electronic filing of our previous Articles of Incorporation to the present filing of these Articles.

If you have any questions regarding this matter, please contact Celia M. Nuñez at (305) 447-1160. Thanks.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT No.  
H02000218889

**ARTICLES OF INCORPORATION  
OF  
TruEnterprises USA Corp.**

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this Corporation is **TruEnterprises USA Corp.**

**ARTICLE II  
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III  
PURPOSE**

The general purposes for which this Corporation is organized are the following:

A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purposes in any way.

B. To do such other things as are incidental to the purposes of this Corporation, or necessary or desirable in order to accomplish them.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **ONE THOUSAND (1,000)** shares, of which **EIGHT HUNDRED (800)** shares having a par value of FIFTY AND 00/XX (\$50.00) dollars per share shall be shares of **Class A voting** common stock, and **TWO HUNDRED (200)** shares having a par value of FIFTY AND 00/XX (\$50.00) dollars per share shall be shares of **Class B nonvoting** common stock.

The preferences, qualifications, limitations, and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all Meetings of the Stockholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

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Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations, and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock of Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution, or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

**ARTICLE V**  
**ADDRESS**

The address of the principal office of this Corporation is: 67 West 23<sup>rd</sup> Street, Suite # 103, Hialeah, Florida 33010.

**ARTICLE VI**  
**DIRECTORS**

The number of Directors constituting the initial Board of Directors is ONE (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1).

**ARTICLE VII**  
**INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation are:

ABEL TRUJILLO	67 West 23 <sup>rd</sup> Street - Suite # 103 Hialeah, FL 33010
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**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation are:

ABEL TRUJILLO	67 West 23 <sup>rd</sup> Street - Suite # 103 Hialeah, FL 33010
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**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial Registered Office of this Corporation is 782 NW LeJeune Road, Suite 548, Miami, Florida 33126, and the name of the initial Registered Agent at that address is JOSE M. MARQUEZ.

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**ARTICLE X  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 28<sup>th</sup> day of October, 2002.

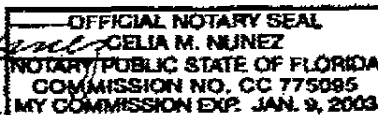
  
\_\_\_\_\_  
ABEL TRUJILLO  
INCORPORATOR

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared, ABEL TRUJILLO to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28<sup>th</sup> day of October, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Jose M. Marquez, Esq.

DATE: October 28, 2002

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