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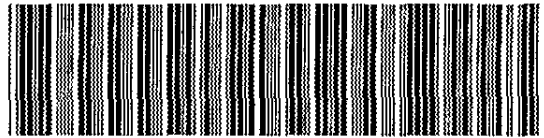
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ACCOUNT NO. : 072100000032

REFERENCE : 816969 - 4311473

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : November 12, 2002

ORDER TIME : 1:51 PM

ORDER NO. : 816969-010

CUSTOMER NO: 4311473

CUSTOMER: Jackie Gerstenfeld, Paralegal  
Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.a.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: MORBON, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
MORBON, INC.**

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**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **MORBON, INC.** The address of the initial principal office and the mailing address of this corporation is Suite 2200, 150 West Flagler Street, Miami, FL 33130.

**ARTICLE II - PURPOSE**

This corporation may engage in, conduct and transact any and all lawful business. This corporation shall have perpetual existence.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock, of One Dollar (\$1.00) par value each.

**ARTICLE IV - INITIAL REGISTERED  
OFFICE AND AGENT**

The street address of the registered office of this corporation and the name of the registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Owen S. Freed	Suite 2200, 150 West Flagler St. Miami, Florida, 33130

## **ARTICLE V - COMMENCEMENT**

This corporation shall commence as of the date on which these Articles of Incorporation are filed with the office of the Secretary of State of Florida.

## **ARTICLE VI** **BOARD OF DIRECTORS**

The Board of Directors of this corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one nor more than seven.

The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Joaquin Moreno	Avda. Altamira Quinta # 7 Urbanización Country Club Caracas, Venezuela
Marta Sofia Moreno	Avda. Altamira Quinta # 7 Urbanización Country Club Caracas, Venezuela

## **VII ARTICLE - OFFICERS**

This corporation shall have a President, Vice President, Secretary, Treasurer and Assistant Secretary. It shall have such additional officers as the Board of Directors may from time to time designate. The officers of the corporation to serve until their successors have been duly elected and qualified are:

President:	Joaquin Moreno
Vice President:	Marta Sofia Moreno
Secretary/Treasurer:	Marta Sofia Moreno
Assistant Secretary	Owen S. Freed

**VIII ARTICLE - INCORPORATOR**

The person signing these Articles of Incorporation as incorporator is Joaquin Moreno whose address is Avda. Altamira Quinta # 7, Urbanización Country Club, Caracas, Venezuela.

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the shareholders of this corporation.

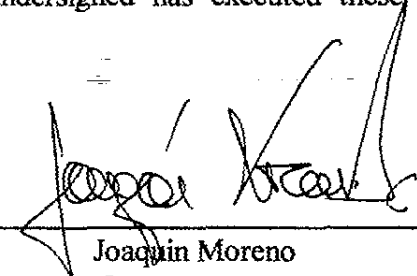
**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 11 day of November, 2002.

  
\_\_\_\_\_  
Joaquin Moreno  
Incorporator

**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation **MORBON, INC.**, and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

This 11th day of November, 2002.



Owen S. Freed  
Registered Agent

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