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## FLORIDA PROFIT CORPORATION OR P.A.

c.o.c. too, corp.

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(4)

ARTICLES OF INCORPORATION

OF

C.O.C. Too, Corp.

In compliance with the requirements of P.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation shall C.O.C. Too, Corp. For convenience, the Corporation shall be referred to in this instrument as the "Corporation".

ARTICLE II

PLACE OF BUSINESS

The place of business and mailing address of the Corporation shall be at: 2900 SW 28 Lane, Miami, Florida 33133, or at such place later designated by the incorporators herein by filing an amendment to the Articles of Incorporation.

ARTICLE III

PRINCIPAL OFFICE

The street address of the principal office of the Corporation shall be at: 2900 SW 28 Lane, Miami, Florida 33133.

ARTICLE IV

INCORPORATORS

The name and address of the incorporator of the Corporation is:

Rafael Fabian  
Rafael Fabian, P.A.  
10281 SW 72<sup>nd</sup> Street, Suite 106  
Miami, Florida 33173

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## **ARTICLE V**

### **SHARES**

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares at a par value of \$10.00 each. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

## **ARTICLE VI**

### **OFFICERS**

The operations of the Corporation shall be administered by the officers designated by the election held pursuant to the By-laws. The officers herein have been elected by the Board of Directors of the Corporation at its first meeting to create the Corporation described herein. The By-Laws shall provide for the removal from office of officers, the term and election dates of officers, the filing of vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Carlos R. Rua
Vice-President:	Carlos M. Rua
Treasurer:	Claride Rua
Secretary:	Maria V. Rua

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Carlos R. Rua	2900 SW 28 Lane Miami, Florida 33133
Carlos M. Rua	2900 SW 28 Lane Miami, Florida 33133
Claride Rua	2900 SW 28 Lane Miami, Florida 33133

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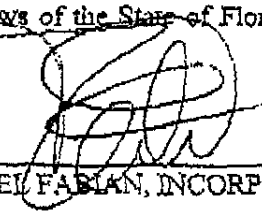
ARTICLE VIIIBY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

STATE OF FLORIDA )

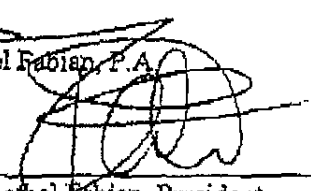
COUNTY OF MIAMI-DADE )

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this December 11, 2002.

  
 \_\_\_\_\_  
 RAFAEL FABIAN, INCORPORATORS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION

The Rafael Fabian, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
 \_\_\_\_\_  
 Rafael Fabian, P.A.

By: Rafael Fabian, President

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