

Division of Corporations

Page 1 of 2

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

From:
Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
Account Number : 076624003440
Phone : (305)444-6226
Fax Number : (305)442-4829

FLORIDA PROFIT CORPORATION OR P.A.

AVALON CAPITAL CORP.

Certificate of Status	1
Certified Copy	0
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03 MAR 26 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 MAR 26 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF INCORPORATION
OF
AVALON CAPITAL CORP.

The undersigned incorporator to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is AVALON CAPITAL CORP.

ARTICLE II
GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Carlos F. Arazoza, Esq.
2100 Salzedo Street, Suite 300
Phone: (305) 444-6226
Coral Gables, Florida 33134
Florida Bar No.0698806

H03000089797 2

ARTICLE VI
ADDRESS

The initial mailing address of the principal office of this corporation in the State of Florida is c/o ARAZOZA & FERNANDEZ-FRAGA, P.A., 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII
DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one. The name and address of the initial director which shall serve until his replacements assume his position is:

<u>Name</u>	<u>Address</u>
RAFAEL DONDE	2100 Salzedo Street, Suite 300, Coral Gables, FL 33134

ARTICLE VIII
INITIAL OFFICERS

The names offices and addresses of the initial officers which shall serve until their replacements assume their positions are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	RAFAEL DONDE	2100 Salzedo Street, Suite 300 Coral Gables, FL 33134
Vice President	JOSE LUIS BUENO	2121 PONDE DE LEON BLVD., Suite 350 Coral Gables, FL 33134
Secretary	MARIA EUGENIA BUENO	2100 Salzedo Street, Suite 300 Coral Gables, FL 33134

ARTICLE IX
INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is JOSE LUIS BUENO of 2121 PONDE DE LEON BLVD., Suite 350, Coral Gables, FL 33134.

H03000089797 2

H03000089797 2


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 of these articles of incorporation be made.

ARTICLE XI
REGISTERED OFFICE AND REGISTERED AGENT

AVALON CAPITAL CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 2100 Salzedo Street, Suite 300, Coral Gables, FL 33134.

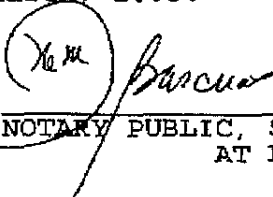
WITNESS the hand and seal of the incorporator in Miami-Dade County, State of Florida, this 24th day of March, 2003.


JOSE LUIS BUENO

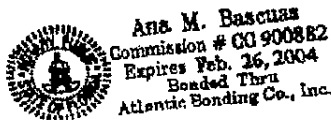
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, JOSE LUIS BUENO, to me well known to be the incorporator to the foregoing Articles of AVALON CAPITAL CORP., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed. *FL DRIVER*
AS ID

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 24th day of March, 2003.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



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FILED
MAR 26 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is
AVALON CAPITAL CORP.

2. The name and address of the registered agent and office is:
ARAZOZA & FERNANDEZ-FRAGA P.A.
2100 Salzedo Street, Suite 300
Coral Gables, FL 33134



JOSE LUIS BUENO
March 24, 2003

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.



Carlos F. Arazoza
Managing Director
Arazoza & Fernandez-Fraga P.A.

Date: March 24, 2003

H03000089797 2