

P0300003544/

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PICK-UP

WAIT

MAIL

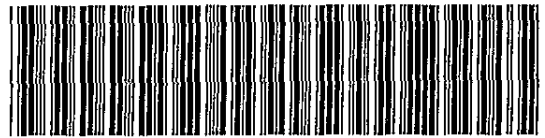
(Business Entity Name)

(Document Number)

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03 MAR 27 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: HMB Corporation  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Marcelo E. Fernandez  
Name (Printed or typed)

14723 SW 90 Terrace  
Address

Miami, FL 33196  
City, State & Zip

305-596-6172  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 18, 2003

MARCELO E. FERNANDEZ  
14723 SW 90 TERRACE  
MIAMI, FL 33196

SUBJECT: HMB CORPORATION  
Ref. Number: W03000007828

We have received your document for HMB CORPORATION. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is L00000014756.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Corporate Specialist  
New Filings Section

Letter Number: 503A00016754

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAR 27 AM 11:49

RECEIVED

ARTICLES OF INCORPORATION  
OF  
HMB BAIRE'S CORP.

ARTICLE I. NAME.

The name of the corporation is HMB BAIRE'S CORP.

ARTICLE II. PRINCIPAL OFFICE.

The principal office of the Corporation is at 14723 SW 90 Terrace, Miami,  
in Dade County, State of Florida.

ARTICLE III. REGISTERED AGENT.

The register agent for the Corporation is Marcelo E. Fernandez and the address to  
be used for service to the Corporation shall be 14723 SW 90 Terrace, Miami,  
Florida 33196.

ARTICLE IV. BOARD OF DIRECTORS.

- (I) The Corporation shall have a minimum of one (1) director, and shall have one  
(1) directors initially. The number of directors may be increased from time to time  
by amendment of the By-laws
- (II) The names and addresses of the persons who are to serve as directors until  
the first annual meeting of shareholders or until its successors are elected and  
qualify, are:

Marcelo E. Fernandez  
14723 SW 90 Terrace  
Miami, Florida 33196

ARTICLE V. INCORPORATOR.

The names and addresses of the incorporators are as follows:

Marcelo E. Fernandez  
14723 SW 90 Terrace  
Miami, Florida 33196

ARTICLE VI. DURATION.

The Corporation shall have perpetual existence.

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TALLAHASSEE FLORIDA

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## ARTICLE VII. PURPOSES.

The purposes for which this Corporation is organized is to engage in any and all lawful business.

## ARTICLE VIII. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a Corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes;

## ARTICLE IX. CAPITAL STOCK.

Section 1. Authorized shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100)

Section 2. Preemptive rights. Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

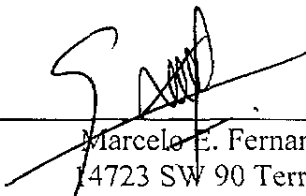
ARTICLE X COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is Five Hundred dollars (\$500.00)

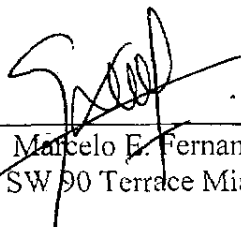
ARTICLE XI. INTERSTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the board shall have nonetheless ratified and approved such contract and transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification of approval is given. If the interest of such director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or director's interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this **21** day of MARCH, 2003

  
\_\_\_\_\_  
Marcelo E. Fernandez  
14723 SW 90 Terrace  
Miami, FL 33196

I understand, accept and assume the duties and responsibilities of the position of Register Agent for the aforementioned Corporation.

  
\_\_\_\_\_  
Marcelo E. Fernandez  
14723 SW 90 Terrace Miami, FL 33196

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