

# P03000048046

## Florida Department of State

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****DESILVA GROUP, INC.**

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**ARTICLES OF INCORPORATION  
OF  
DESILVA GROUP, INC.**

**The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.**

**ARTICLE I  
NAME**

The name of the corporation shall be: **DeSilva Group, Inc.**, hereinafter referred to as the "Corporation".

**ARTICLE II  
PRINCIPLE OFFICE/MAILING ADDRESS**

The principle place of business is: 6440 W. Flagler Street - #3, Miami, Florida 33144  
The principle mailing address is: P.O. Box 527223, Miami, Florida 33152-7223

**ARTICLE III  
DURATION OF EXISTANCE**

The existence of this Corporation shall commence upon the filing of these Articles of Incorporation, and shall continue perpetually unless dissolved according to law.

**ARTICLE IV  
CORPORATE CAPITALIZATION**

The maximum number of shares of common stock that this Corporation is authorized to have outstanding at any one time is, Ten Thousand (10,000) shares. All of the aforementioned stock is to be issued as fully paid for and exempt from assessment. The capital stock may be paid for in money, property, labor or services in lieu of money, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purpose.

**ARTICLE V  
AMENDMENT**

The Corporation reserves the right to adopt, amend, alter, change or repeal and revise any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provisions to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon Shareholders or Officers in these Articles of Incorporation or any amendment hereto are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed to the Stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereto.

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**ARTICLE VI**  
**NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be as follows:

- a) To engage and conduct in any activity or business permitted under the laws of the United States and the laws of the State of Florida, and has the power to transact national and international business, including but not limited to Insurance, Technology and Consulting.
- b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including but not limited to corporations, partnerships, franchises, patents, copyrights, trademarks, domain names and licenses in the State of Florida and in all others states, districts, territories, nations, countries, or colonies.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- e) To transact the business of investing on behalf of itself or others, including but not limited to any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or otherwise.
- f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- g) To acquire by purchase, subscription, barter or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock scrip, warrants, rights, bonds, debentures notes, trust receipts, and other securities, obligations chooses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, partnerships, limited liability corporations, professional associations, or persons public or private, or by any state territory, province, municipality or other political subdivision or by any governmental agency, and as owners thereof to possess and exercise all the rights, powers and privileges or ownership including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.
- h) To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, wherever situated, to erect, contract, rebuild, enlarge, alter, improve, maintain, manage and operate any lands owned or leased by the Corporation, buildings or other works owned, leased, managed or controlled by the Corporation, to engage generally in the real estate business, and generally to buy, sell, lease, mortgage, exchange, manage, operate and deal in lands or interest in lands, houses, structures, buildings or other works, and to purchase, acquire, hold exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of any lands, houses, structures, buildings or other works owned by the Corporation. To execute such mortgages, transfers of corporate property or any and all other instruments necessary to secure the payment of corporate indebtedness as required.
- i) In general, to carry on any other business in connection with the foregoing, and to have and exercise all powers convenient, incident to, advisable or necessary as conferred by the laws of the United States and the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do for the accomplishment of its purpose.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. Who shall hold office for the first year or until their successor(s) are elected and have qualified. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one (1). The directors shall be protected from personal liability to the fullest extent permitted by applicable law. The election of directors shall be done in accordance with the Bylaws.

The name of the initial director of this Corporation is: Evelio D. Arregoitia.

**ARTICLE VIII**  
**INDEMNIFICATION**

In order to induce Officers or Directors of the Corporation to serve or continue to serve as such, the Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and any person who serves at the request of this Corporation, and a director or officer of any other corporation from and against any and all claims, and liabilities to which such person shall become subject by reason of having heretofore or hereafter being Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for gross negligence or willful misconduct in the performance of his duties.

a) The rights accruing to any person under the foregoing provisions shall not exclude any other right to which, he or she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify, reimburse such person in any proper case even though not specifically herein provided for.

b) No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are peculiarly or otherwise interested in or are Directors or Officers of such other corporation, any director, individually or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that the firm so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any Director of the Corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

**ARTICLE IX**  
**INCORPORATORS NAME**

The name and address of the Incorporator(s) to these Articles of Incorporation is:  
Evelio D. Arregoitia, P.O. Box 527223, Miami, Florida 33152-7223.

**ARTICLE X**  
**POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation. Including but not limited to:

- a) To elect Directors and appoint Officers, employees, and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit.
- b) To make and amend Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation.
- c) To sue and be sued, complain, and defend in its corporate name.
- d) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.
- e) To lend money to, and use its credit to assist, its Directors, Officers and employees to the full extent permitted by law.
- f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for the repayment of its goods or services.
- g) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former Directors, Officers, employees and agents and for any or all of the current or former Directors, Officers, employees and agents of its subsidiaries.
- i) To provide insurance for its benefit on the life of any of its Directors, Officers, partners, associates or employees, or on the life of any Shareholder for the purpose of acquiring at his death shares of its stock owned by the Shareholder or by the spouse or children of the Shareholder.
- j) To be a promoter, incorporator, partner, member, associate, agent or manager of any corporation, partnership, joint venture, trust or other entity.
- k) To make payments or donations in monies or services, or do any other act not inconsistent with law that furthers the business and affairs of the Corporation.

**ARTICLE XI**  
**SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- a) The Shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the Shareholders of the Corporation unanimously agree otherwise in writing.
- b) After this Corporation has elected to be an S Corporation, none of the Shareholders of this Corporation, without the written consent of all the Shareholders of this Corporation shall take any action, or make any transfer or other disposition of the Shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.
- c) Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend: "The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

**ARTICLE XII**  
**PROVISIONS GOVERNING DIRECTORS**

- a) Non-Resident Directors: Directors of the Corporation need not be residents of the state of Florida, or Shareholders, unless Articles of Incorporation or Bylaws so require.
- b) Voting: One hundred percent (100%) of the Directors shall constitute a quorum for a meeting of the Directors of this Corporation. If a quorum is present, the affirmative vote of a majority of the Directors present, or if a Director has abstained from voting because of an interest in the matter to be voted upon, the unanimous vote of the Directors present and voting shall be the act of the Board of Directors, unless otherwise provided for in the Bylaws of the Corporation.
- c) Informal Action of Directors: If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.
- d) Meetings by Conference Telephone: Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, or any other electronic means as provided by law, however regular meetings of the Board of Directors must be attended in fact in person by each Director.
- e) Restriction on Directors' Authority to Mortgage or Pledge Assets: The Board of Directors of the Corporation may not authorize the mortgaging, pledge or creation of a security interest in any or all of the property and assets of the Corporation for the purpose of securing the payment or performance of any obligation of the Corporation, without obtaining prior Shareholder approval of each such transaction by the vote or written consent of the holder(s) of a majority of the shares of the Corporation entitled to vote thereon and not otherwise, as provided for in the Bylaws of the Corporation.
- f) Directors Authority to Fix Compensation: Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or Bylaws.
- g) Special Charter Provisions: Directors and Officers of this Corporation need not be Stockholders.
- h) Grounds for Removal from Office: At a meeting of the Shareholders called expressly for that purpose, any one Director, or the entire Board of Directors, may be removed, with or without cause, by a majority vote of the holders of the shares then entitled to vote at an election of Directors.

**ARTICLE XIII**  
**CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and no other act of this Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the Officers, Stockholders or Directors of this Corporation are pecuniary or any Officer, Stockholder or Director of this Corporation individually or any firm or association of which any Officer, Stockholder or Director may be a member, may be a pecuniary or otherwise interested in, any contract or transaction of this Corporation, provided that the fact the individual or such firm or association(s) so interested shall be disclosed or shall have been known to the Board of Directors at which action upon any such contract or transaction shall be taken; of any Director of this Corporation who is also a Director or Officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effects as if he were Corporation may vote upon any contract or other transaction between this Corporation and any subsidiary or affiliated corporation with regard to the fact that he is also a Director of such subsidiary or affiliated corporation.

**ARTICLE IXV**  
**BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the Shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE XV**  
**OFFICERS**

The initial Officer(s) of the Corporation shall be: **Evello D. Arregoitia**, Title: P, S, T.

**ARTICLE XVI**  
**PRE-EMPTIVE RIGHTS**

Each Shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation or shares issued in exchange for services rendered, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights.

This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

**ARTICLE XVII**  
**SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of Shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

IN WITNESS WHEREOF, the undersigned being the Incorporator hereinbefore named, has executed the foregoing Articles of Incorporation, by having hereinto set his hand and seal on this 30 day of April, 2003.

  
**Evello D. Arregoitia - Incorporator**

This Instrument Prepared By:  
DeSilva Group  
P.O. Box 527223  
Miami, Florida 33152-7223

T:\Corporations\PM\DSG\Articles Inc

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the applicable provisions of section 607.0501 of 617.0501, 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: DeSilva Group, Inc.
- 2) The name and address of the registered agent and office is:

Evelio D. Arregoitia  
6440 W. Flagler Street - #3  
Miami, Florida 33144

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 TALLAHASSEE, FLORIDA

**ACKNOWLEDGEMENT:** (Must be signed by designated agent.)

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 am familiar with and accept the obligations of my position as registered agent.

Signature: *Evelio D. Arregoitia*  
Registered Agent

Date: 4/30/03

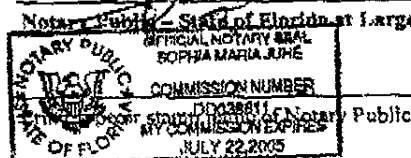
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 30 day of April, 2003, by Evelio D. Arregoitia, President, on behalf of DeSilva Group, Inc. a Florida Corporation., he acknowledged before me that he executed and subscribed to the same for the purpose therein expressed and the matter set forth therein are true and correct to the best of his knowledge and belief and who personally appeared before me at the time of notarization, and who is personally known to me or has produced valid identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Miami, County of Miami-Dade, State of Florida.

Signature: *[Signature]*



[Seal with Commission Expiration Date]