

Division of Corporations

P03000066073

Florida Department of State  
Division of Corporations  
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## To:

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

## From:

Account Name : MACINTER CORPORATION  
Account Number : I19980000043  
Phone : (954) 731-7848  
Fax Number : (954) 731-7242

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CHICOR ALL CORPORATION

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**H03000213997 7****ARTICLES OF INCORPORATION**

The Undersigned incorporator(s) for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopt(s) the following articles of incorporation.

**Article I - Corporate Name****CHICOR ALL CORPORATION**

The street address of the principal office of this corporation in the State of Florida shall be 104 Dockside Circle, Weston, Florida 33327. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and may establish branch and other offices within the State of Florida.

**Article II - Term of Existence**

This corporation shall exist PERPETUALLY unless dissolved according to Florida Law.

**Article III - Nature of Business**

This corporation may engage or transact in any lawful activities permitted under the laws of the United States, the State of Florida, any other state, country, territory or nation.

**Article IV - Capital Stock**

IV.1 The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 SHARES OF COMMON STOCK having \$1.00 par value per share, to be distributed as follow: 50% SHARES OF COMMON STOCK to Mario R Hernandez, 50% SHARES OF COMMON STOCK to Lucio Bernal. This corporation shall not commence business until at least \$10,000 dollars have been received by it as consideration for the issuance of shares.

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IV.2. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

IV.3. The board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

IV.4. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **Article V - Incorporators**

The name(s) and street address (es) of the incorporators(s) to these articles of incorporation is (are):

Miguel A. Curci  
5440 North State Rd 7 Suite 218  
Fort Lauderdale Fl, 33319

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**Article VI - Registered Office and Registered Agent**

The initial address of registered office of this Corporation is MACINTER CORPORATION, located at 5440 NORTH STATE RD. 7 Suite 218 FORT LAUDERDALE FL, 33319. The name and address of the registered agent of this Corporation is MACINTER CORPORATION, 5440 NORTH STATE RD 7 Suite 218 FORT LAUDERDALE, FL 33319.

**Article VII - Officers**

The name(s) of the initial officer(s) is (are):

Mario R Hernandez (President)  
Lucio Bernal (Vice President)

**Article VIII - Director(s)**

The Director(s) of the Corporation shall be:

Mario R Hernandez (President)  
Lucio Bernal (Vice President)

**Article IX- Special Provisions**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

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**Article X - Liquidation**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of the corporation shall be payable and distributed among the Board of Directors and Officers.

**Article XI- Buy-Sell provisions and Shareholders' restrictive agreement**

At any time any Shareholder, or any successor thereto, may invoke the Buy-Sell Provision of this article. Any Shareholder desirous of purchasing the shares of another Shareholder or selling his shares to another Shareholder (for purposes of this article, the offering Shareholder, or his successor, shall be referred to as, the "Offering Shareholder" and the Offeree Shareholder shall be referred to as, the "Offeree Shareholder") may do so by delivering written notice (the "notice") to the Offeree Shareholder of the intent of the Offering Shareholder to purchase (the "Offer") the shares of the Offeree Shareholder, or sell the shares of the Offering Shareholder, at a given specific cash price and with a closing within 75 days from the date of the Offer. The price shall be specified clearly in the Notice. The Offeree Shareholder shall have 30 days from the time of receipt of the Notice to advise the Offering Shareholder whether the Offeree Shareholder will sell or purchase the Offeree Shareholders' shares or the Offering Shareholder's shares, respectively, under the same terms as in the Offer. In the event that the Offeree Shareholder timely elects to purchase the shares of the Offering Shareholder, the Offeree Shareholder shall close such transaction on the same terms as in the Offer no later than 75 days from the date of the Offer. In the event that the Offeree Shareholder timely elects to sell his shares to the Offering Shareholder, the Offering Shareholder shall close such transaction on same terms as in the Offer no later than 75 days from the date of the Offer. The failure of the Offeree Shareholder to timely advise the Offering Shareholder of his decision to buy or sell within the 30 days

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following the time of receipt of the Notice shall be deemed as an automatic acceptance of the Offer to sell the Offeree Shareholder's shares to the Offering Shareholder. Any Offer to purchase and sell under this article shall be made only with respect to the entire number of shares of a given Shareholder and not with respect to only a portion thereof. In the event of a default hereunder, the aggrieved party shall be entitled to the remedy of specific performance.

If future additional restrictions apply on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation, these must be included in Shareholder's Restrictive Agreement. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **Article XII- 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.

#### **Article XIII- 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.

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**H03000213997 7****Article XIV- Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision 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 in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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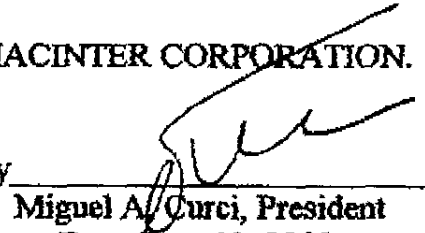
IN WITNESS WHEREOF, The undersigned subscriber(s) have executed these articles of incorporation this June 13, 2003

  
\_\_\_\_\_  
Miguel A. Curci  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION

MACINTER CORPORATION, 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.

MACINTER CORPORATION.

  
By \_\_\_\_\_  
Miguel A. Curci, President  
Date: June 13, 2003

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