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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.**

**MENORCA & MIAMI, INC.**

Certificate of Status	1
Certified Copy	0
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CERTIFICATE OF INCORPORATION

OF

MENORCA & MIAMI, INC.

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: MENORCA & MIAMI, INC.

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 (One Thousand) shares of common stock, \$1 (One Dollar) par value 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: Adelaida Fernandez-Fraga, Esq.  
2100 Salzedo Street Suite 300  
Phone: (305) 444-6226  
Coral Gables, Florida 33134  
Florida Bar No. 435058

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**ARTICLE VI**  
**ADDRESS**

The initial mailing address of the principal office of this corporation in the State of Florida is 1717 N. BAYSHORE Dr., SUITE #3240, MIAMI, FL 33132. 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>
DIONISIO GELABERT CARRETERO	1717 N. BAYSHORE Dr. SUITE #3240 MIAMI, FL 33132

**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	DIONISIO GELABERT CARRETERO	1717 N. BAYSHORE Dr., #3240
Secretary		SUITE # 3240
Treasurer		MIAMI, FL 33132

**ARTICLE IX**  
**INCORPORATOR**

The name and mailing address of the incorporator of these articles of incorporation is DIONISIO GELABERT CARRETERO of 1717 N. BAYSHORE Dr., SUITE #3240, MIAMI, FL 33132.

**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.

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**ARTICLE XI**  
**REGISTERED OFFICE AND REGISTERED AGENT**

MENORCA & MIAMI, INC., 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 18<sup>th</sup> day of June, 2003

  
\_\_\_\_\_  
DIONISIO GELABERT CARRETERO

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

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of June, 2003, by DIONISIO GELABERT CARRETERO. He has produced his SPANISH PASSPORT as identification, and he did \_\_\_\_\_ take an oath.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 18<sup>th</sup> day of June, 2003.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My commission expires:



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**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:

MENORCA & MIAMI, INC.

2. The name and address of the registered agent is:

Arazoza & Fernandez-Fraga P.A.  
2100 Salzedo Street, Suite 300  
Coral Gables, FL 33134



DIONISIO GELABERT CARRETERO  
June 18, 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.



ADELAIDA FERNANDEZ-FRAGA  
Managing Director  
June 19, 2003

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TALLAHASSEE, FLORIDA

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