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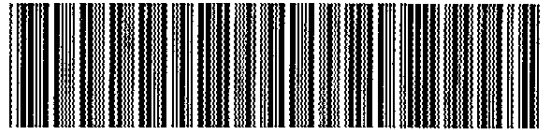
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 18th, 2003

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

Dear Sir/Madam

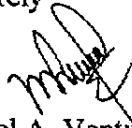
Subject: Articles of Incorporation for ONISE Corporation.

Attached please find articles of Incorporation of ONISE Corporation.

I can be reached during working hours at (305) 693-4759 and the mailing address is
2995 N.W. 95th Street, Miami, FL 33147.

If you have any questions or need any additional information please do not hesitate to
contact me.

Sincerely

A handwritten signature in black ink, appearing to read 'Miguel A. Ventura', is written over the word 'Sincerely'.

Miguel A. Ventura

Encs



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 12, 2003

MIGUEL A. VENTURA
2995 NW 95TH STREET
MIAMI, FL 33147

SUBJECT: MGA CORPORATION
Ref. Number: W03000016862

We have received your document for MGA CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 303A00036488

SECRET
TALLAHASSEE, FLORIDA

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
ONISE CORPORATION**

**ARTICLE I.
NAME**

The name and address of this corporation is: ONISE Corporation
2995 N. W. 95th Street
Miami, Florida 33147

ARTICLE II.

DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these articles.

ARTICLE III.

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To carry on business in the United States or any foreign country or countries, to buy, sell, import, lease, sub-lease, hold procure, transport, manufacture, acquire and deal generally both whole-sale and retail, in goods and services of all types, both as principal and agent, in any part of the world.
- b. To enter into, make, perform and carry out contract of every kind and for any lawful purpose with any person, firm, association and/or corporation.
- c. To exchange in the currency of foreign countries and the currency of the United States.
- d. To purchase, hold and/or reissue the shares of its capital stock, and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

- e. To do all of such acts or things as they are incident or---conductive to the premises, and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes of the attainment of any of the objectives herein enumerated or incidental to the powers herein names, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.
- f. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference.
- g. In general, to carry on any incidental business in connection with foregoing, whether manufacturing or otherwise and to have and exercise all the power conferred by the laws of the State of Florida upon corporation of this character.

ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares of \$0.01 par value common stock.

ARTICLE V.

BOARD OF DIRECTORS

This corporation shall have (3) directors initially. The number of directors will be either increased or diminished from time under the by-laws, but never be less than one (1). The name and address of the directors of this corporation are:

MIGUEL A. VENTURA, President
2995 N.W. 95th Street
Miami, Fl 33147

JUAN G. VENTURA, Vice President
2995 N.W. 95th Street
Miami, Fl 33147

ADA B. PAZ, Secretary
2995 N.W. 95th Street
Miami, Fl 33147

ARTICLE VI.

INCORPORATOR

The names and addresses of the persons signing these articles are:

Miguel A. Ventura, President, (same as above)
Juan G. Ventura, Vice President (same as above) an
Ada B. Paz, Secretary (same as above)

ARTICLE VII.

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation

ARTICLE IX.

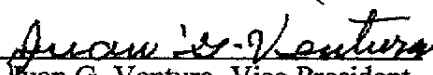
**INITIAL REGISTERED OFFICE
AND AGENT**

The address of the initial registered office of this corporation is: 2995 N.W. 95th Street, Miami, Fl 33147 and the name of the initial Registered of the Corporation at that address is: Miguel A. Ventura.

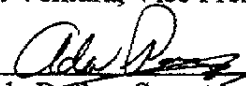
IN WITNESS WHEREOFF, the undersigned has executed these Articles of Incorporation this 18th day of June of 2003.



Miguel A. Ventura, President



Juan G. Ventura, Vice President



Ada B. Paz, Secretary

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in ARTICLE IX. Of these articles of incorporation, the undersigned hereby to act in the capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 18th day of June, 2003

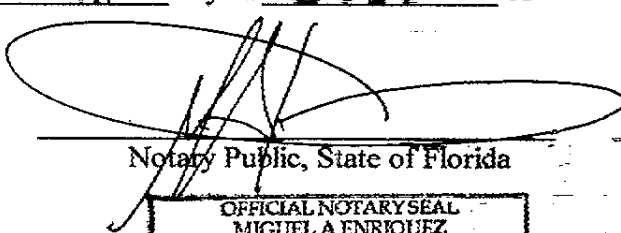


Miguel A. Ventura, Register Agent

STATE OF FLORIDA}
SS}
COUNTY OF MIAMI DADE

Before me, Notary Public, authorized in the State of Florida and Miami Dade-County, personally appeared Miguel A Ventura, Juan G Ventura and Ada B Paz known to me and known by me to be the persons who have incorporated and executed the foregoing Articles of Incorporation of: ONISE Corporation. They acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 18th day of JUNE of the year 2003.


Notary Public, State of Florida

OFFICIAL NOTARY SEAL
MIGUEL A ENRIQUEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC850607
MY COMMISSION EXP. JUNE 28, 2003