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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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07-01 11:53

STATE  
TALLAHASSEE  
FLORIDA

W03-18783

2-8-03

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Angie Miami Resort Inc.

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ☒ Art of Inc. File Domestication
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☒ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 1, 2003

CAPITAL CONNECTION, INC.

SUBJECT: ANGIE MIAMI RESORT, INC.  
Ref. Number: W03000018783

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03 JUL -8 AM 10:39  
STATE  
DIVISIONS  
TALLAHASSEE, FLORIDA

We have received your document for ANGIE MIAMI RESORT, INC. and your check(s) totaling \$137.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill out the attached form for a domestication.

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) 245-6930.

Donna Graves  
Document Specialist  
New Filings Section

Letter Number: 703A00039566

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

## CERTIFICATE OF DOMESTICATION

The undersigned, FRANK R. S. FABRE, ATTORNEY IN FACT AND ASSISTANT SECRETARY,  
(Name) (Title)

of ANGIE MIAMI RESORT, INC. a foreign Corporation,  
(Corporation Name)  
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was MARCH 10, 1999.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the REPUBLIC OF PANAMA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was ANGIE MIAMI RESORT, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is ANGIE MIAMI RESORT, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was THE REPUBLIC OF PANAMA
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

ASSISTANT SECRETARY

I am Atty. in Fact and/ of ANGIE MIAMI RESORT, INC.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 7th day of JULY, 2003

FRANK R. S. FABRE  
(Authorized Signature)

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TALLAHASSEE, FLORIDA

## Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION  
OF  
ANGIE MIAMI RESORT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ANGIE MIAMI RESORT, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 717 Ponce de Leon Blvd., Suite 234, Coral Gables, Florida 33134. The initial resident agent of this corporation is: Frank R. S. Fabre, Esq., 717 Ponce de Leon Blvd, Suite 234, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors and officers that shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

Angie Medaglia de Cohen                      Director/President  
Apartado 850009 Zona 5  
Panama, Republica de Panama

Salomon Talgham Cohen                      Director/Secretary  
Apartado 850009 Zona 5  
Panama, Republica de Panama

Jose Talgham Cohen                      Director/Treasurer  
Apartado 850009 Zona 5  
Panama, Republica de Panama

Frank R. S. Fabre                      Assistant Secretary  
717 Ponce de Leon Blvd.  
Suite 234  
Coral Gables, FL 33134

#### ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

#### ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATION

The name and address of the person signing these Articles is:

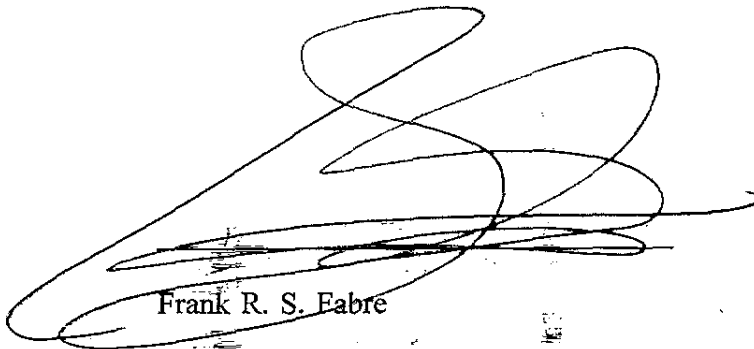
Frank R.S. Fabre

717 Ponce de Leon Blvd., #234  
Coral Gables, FL 33134

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of JUNE, 2003.



Frank R. S. Fabre

FILED

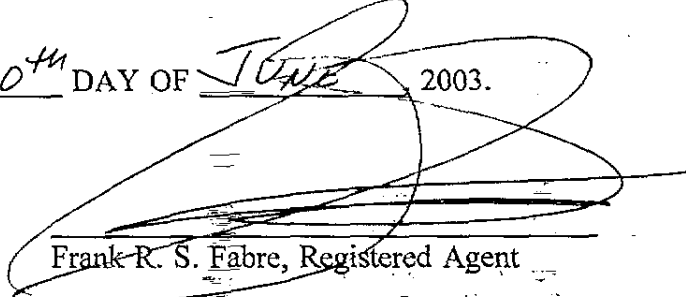
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 30<sup>th</sup> DAY OF JUNE 2003.

  
Frank R. S. Fabre, Registered Agent

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

JUNE The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of JUNE, 2003, by Frank R. S. Fabre, as Incorporator, and who executed the foregoing Articles of Incorporation of ANGIE MIAMI RESORT, INC., who is personally known to me and did take an oath.

