

P030000078451  
JUL-16-03 WED 04:12 PM

Division of Corporations

FAX NO

P 01

Page 1 of 2

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000232702 8)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : RASCO, REININGER, PEREZ & ESQUENAZI, P.L.  
Account Number : 104076000124  
Phone : (305)476-7100  
Fax Number : (305)476-7102

FILED  
03 JUL 17 PM 8:35  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

JC Commerce Group, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

JUL-16-03 WED 04:12 PM

FAX NO.

P. 02

FILED

03 JUL 17 PM 8:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Audit No.: H03000232702 8

**ARTICLES OF INCORPORATION**

**OF**

**JC COMMERCE GROUP, INC.**

The undersigned, acting as incorporator of JC COMMERCE GROUP, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

JC COMMERCE GROUP, INC.

and the principal place of business is:

2339 S.W. 135<sup>th</sup> Avenue  
Miramar, Florida 33027

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

Audit No.: H03000232702 8  
This instrument prepared by:  
Salomon B. Esquenazi, Esq.  
Rasco Reininger Perez & Esquenazi, P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H03000232702 8

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 283 Catalonia Avenue, 2<sup>nd</sup> Floor, Coral Gables, Florida 33134, and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

Audit No.: H03000232702 8  
This instrument prepared by:  
Salomon B. Esquenazi, Esq.  
Raseo Reininger Perez & Esquenazi, P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H03000232702 8

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

Medardo Vernaza Chavez  
2339 S.W. 135 Avenue  
Miramar, Florida 33027

Santiago Jaramillo Sanchez  
2339 S.W. 135 Avenue  
Miramar, Florida 33027

Gustavo Caicedo Araujo  
2339 S.W. 135 Avenue  
Miramar, Florida 33027

Medardo Vermanza Lcoro  
2339 S.W. 135 Avenue  
Miramar, Florida 33027

Jose Luis Jaramillo Lalama  
2339 S.W. 135 Avenue  
Miramar, Florida 33027

Nestor Jaramillo Sanchez  
2339 S.W. 135 Avenue  
Miramar, Florida 33027

Francisco E. Saa  
2339 S.W. 135 Avenue  
Miramar, Florida 33027

Audit No.: H03000232702 8  
This instrument prepared by:  
Salomon B. Esquenazi, Esq.  
Rasco Reininger Perez & Esquenazi, P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H03000232702 8

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Nestor Jaramillo Sanchez  
2339 S.W. 135 Avenue  
Miramar, Florida 33027

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and

Audit No.: H03000232702 8  
This instrument prepared by:  
Salomon B. Esquenazi, Esq.  
Rasco Keininger Perez & Esquenazi, P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H03000232702 8

approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of July, 2003.

  
\_\_\_\_\_  
Nestor Jaramillo Sanchez  
Incorporator

Audit No.: H03000232702 8

This instrument prepared by:

Salomon B. Esquenazi, Esq.

Rasco Reininger Perez & Esquenazi, P.L.

283 Catalonia Avenue

2<sup>nd</sup> Floor

Coral Gables, Florida 33134

Telephone (305) 476-7100

Audit No.: H03000232702 8

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent of JC COMMERCE GROUP, INC., in the foregoing Articles of Incorporation, Miami Corporate Systems, Inc. hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.,  
a Florida corporation

By: 

Salomon B. Esquenazi, Vice President

2460.0001/368583.doc

03 JUL 17 PM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Audit No.: H03000232702 8  
This instrument prepared by:  
Salomon B. Esquenazi, Esq.  
Rasco Reiningger Perez & Esquenazi, P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100