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(Business Entity Name)

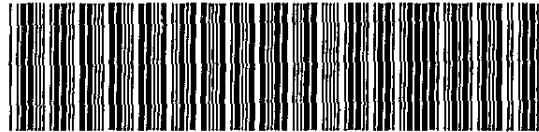
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1004-3192



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2004 MAR -2 PM 3:54  
TALLAHASSEE FLORIDA

3/3/04

**BENIGNO R. GRANDA**  
**ACCOUNTANT**

7300 S.W. 82<sup>ND</sup> COURT  
SOUTH MIAMI, FLORIDA 33143

PHONE: (305) 598-4633  
CELLULAR: (305) 322-8010

January 11<sup>th</sup>, 2004

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 E. GAINES STREET  
TALLAHASSEE, FLORIDA 32399

1-1-04  
2004 MAR -2 PM 3:54  
TALLAHASSEE FLORIDA  
STATE

Gentlemen:

Enclosed you will find the articles of incorporation for my clients company, **WOOD AND LAKE, CORP.**. Please process these as soon as possible as my client is ready and eager to commence operations as soon as possible

In addition to my client's eagerness, time is of the essence due to the fact the opportunity at hand may elapse if my client does not act immediately.

Enclosed is also my company check for the flat fee of \$78.75.

If you have any further questions, please feel free to contact me at (305) 322-8010 during working hours or (305) 274-6794 after working hours. Again, please rush this, we are in urgent need of these papers to take advantage of a unique business opportunity.

Thank you for your cooperation, and I hope to hear from you soon.

Sincerely,

Benigno R. Granda  
Accountant



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

2004 MAR -2 PM 3: 54  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

January 26, 2004

BENIGNO R. GRANDA  
7300 SW 82ND COURT  
SOUTH MIAMI, FL 33143

SUBJECT: WOOD AND LAKE, CORP.  
Ref. Number: W04000003192

We have received your document for WOOD AND LAKE, CORP. and your check(s) totaling \$78.75. 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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 704A00004481

**ARTICLES OF CORPORATION**

**OF**

BRICK AND LAKE, CORP.

2004 MAR -2 PM 3:54

STATE  
TALLAHASSEE FLORIDA

**ARTICLE I – NAME**

The name of this corporation is:

BRICK AND LAKE, CORP.

The mailing address is 385 West 44<sup>th</sup> Street, Hialeah, Florida 33012

**ARTICLE II – DURATION**

This corporation is to exist perpetually. It shall commence its existence upon filing.

**ARTICLE III – PURPOSE**

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of No Par Value Common Stock.

Shares may be issued for such consideration as it is determined from time to time by the shareholders.

This power which is hereby reserved unto the stockholders by right may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of nonissued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares 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. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

## **ARTICLE V – PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she 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.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorized any such contract or transaction, with the like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

## **ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 385 West 44<sup>th</sup> Street, Hialeah, Florida 33012 and the name of the initial registered agent of this corporation at that address is Nieves Amalia Gonzalez.

## **ARTICLE VII – INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director initially.

The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed by the By laws, but shall never be less than one (1).

## **ARTICLE VIII – INITIAL DIRECTORS**

| <b><u>NAME</u></b>     | <b><u>ADDRESS</u></b>                                      |
|------------------------|--|
| NIEVES AMALIA GONZALEZ | 385 West 44 <sup>TH</sup> Street<br>Hialeah, Florida 33012 |

## **ARTICLE IX – INDEMNIFICATION**

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his/her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

## **ARTICLE X – REMOVAL OF DIRECTORS**

Any Director of the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

## **ARTICLE XI – INCORPORATORS**

The name and street address of each subscriber of these Articles of Incorporation is:

| <b><u>NAME</u></b>            | <b><u>ADDRESS</u></b>   |
|-------------------------------|---|
| <b>NIEVES AMALIA GONZALEZ</b> | <b>385 West 44<sup>TH</sup> Street<br/>Hialeah, Florida 33012</b> |

## **ARTICLE XII – BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE XIII – POWERS**

This corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

**ARTICLE XIV – 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.

IN WITNESS WHEREOF, the undersigned subscribes have executed these Articles of Incorporation this 20<sup>TH</sup> day of FEBRUARY, 2003.

  
\_\_\_\_\_  
NIEVES AMALIA GONZALEZ, Subscriber

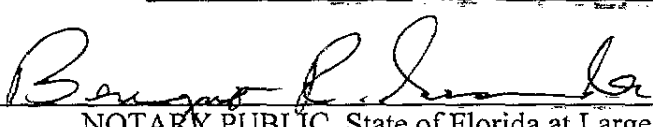
STATE OF FLORIDA    )

SS:

COUNTY OF DADE    )

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared NIEVES AMALIA GONZALEZ known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county, aforesaid, this 20<sup>TH</sup> day of FEBRUARY, 2003.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

**BRICK AND LAKE, CORP.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—BRICK AND LAKE, CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named Nieves Amalia Gonzalez located 385 West 44<sup>th</sup> Street, City of Hialeah, State of Florida, County of Dade, as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: \_\_\_\_\_

  
**NIEVES AMALIA GONZALEZ, RESIDENT AGENT**

FILED  
2004 MAR -2 PM 3:54  
CLERK OF DISTRICT COURT  
TALLAHASSEE FLORIDA