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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EITE MANAGEMENT AND DEVELOPMENT CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

CERTIFICATE OF INCORPORATION
OF

ELITE MANAGEMENT AND DEVELOPMENT CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 AUG 26 PM 1:15

We, the undersigned, do hereby associate ourselves and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be **ELITE MANAGEMENT AND DEVELOPMENT CORP.**

ARTICLE TWO

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

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be 500 shares of stock which shall be common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This Corporation shall begin business with a minimum capital of the amount of Five Hundred (\$500.00) dollars.

ARTICLE FIVE

This Corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 6910 Main Street, Unit 345, Miami Lakes, Florida 33014; other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient. The post office address of the Corporation is P.O. Box 141217, Coral Gables, Florida 33114.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. Originally there will be one director. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are as follows:

Board of Directors

Raul Saenz de la Torre
P.O. Box 141217
Coral Gables, FL 33114

Jose R. Arias
P.O. Box 141217
Coral Gables, FL 33114

Officers

President and Secretary

Raul Saenz de la Torre
P.O. Box 141217
Coral Gables, FL 33114

Vice President and Treasurer

Jose R. Arias
P.O. Box 141217
Coral Gables, FL 33114

ARTICLE NINE

The names and post office addresses of each of the subscribers to this Certificate of Incorporation are as follows:

Raul Saenz de la Torre
P.O. Box 141217
Coral Gables, FL 33114

Jose R. Arias
P.O. Box 141217
Coral Gables, FL 33114

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

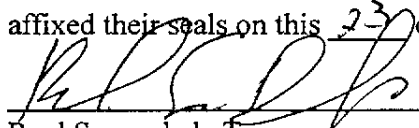
Upon election of a Board of Directors by the stockholders such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

This corporation shall designate Raul Saenz de la Torre, located at 6910 Main Street, Apt. 345, Miami Lakes, FL 33014, as its duly authorized registered agent to be in charge of the Corporate

Registered Office as required by State Law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this 23 of August, 2004.



Raul Saenz de la Torre

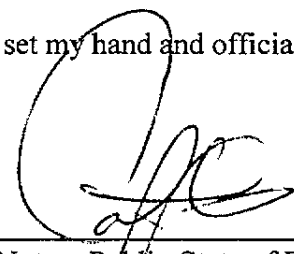


Jose R. Arias

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Raul Saenz de la Torre and Jose R. Arias, who after first having been duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 23 day of August, 2004.



Notary Public-State of Florida

My Commission Expires:



CARLOS L. FERNANDEZ
MY COMMISSION # DD 102742
EXPIRES: July 23, 2008
Bonded Thru Budget Notary Services

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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST, that ELITE MANAGEMENT AND DEVELOPMENT CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida has named RAUL SAENZ DE LA TORRE whose office is located at 6910 Main Street, Miami Lakes, Unit 345, Florida 33014 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.


RAUL SAENZ DE LA TORRE

04 AUG 26 PM 1:15
SECRETARY OF STATE
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