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04 SEP -8 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

W04-30092  
8/6

***TaxMart, Inc.***  
Accounting & Tax Service



Florida Department of State  
Division of Corporations  
Ref. Number: W04000030092

August 31st, 2004

Mr. Alan Crum  
New Filings Section

Dear Sir;

Enclosed, please find correction to name of original filing as: Macrocorp, Inc.  
The new selected name is: Caribe Shops, Inc.

Thank you for your assistance

Cordially,

  
Ralph Cardenas

RECEIVED  
04 SEP - 8 AM 9:59



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 6, 2004

RALPH CARDENAS  
220 EAST MADISON ST., STE. 825  
TAMPA, FL 33602

SUBJECT: MACROCORP, INC.  
Ref. Number: W04000030092

We have received your document for MACROCORP, INC. and your check(s) totaling \$78.50. 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) 245-6878.

Alan Crum  
Document Specialist  
New Filings Section

Letter Number: 004A00049125

ARTICLES OF INCORPORATION FOR:

**Caribe Shops, Inc.**

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The undersigned incorporator, hereby forming a corporation for profit, elevates proper documents of Articles of Incorporation, under chapter 607 of the laws of the State of Florida, for that purpose.

Article I - Name

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The legal name of the corporation shall be: " Caribe Shops, Inc. "

Article II - Address

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The physical and mailing address of the corporation shall be:

4805 Wishart Blvd  
Tampa, FL 33603

Article III - Nature of Business

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This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United states of America, the State of Florida, or any other state, country territory or nation legally and lawfully instituted. The corporation also reserves the right to engage in any other corporation's activities as a normal stockholder. Such activities shall not impair the corporation from conducting its primary activity or activities.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Article IV - Effective date

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These Articles of Incorporation shall be effective immediately, upon approval of the State of Florida, evidenced by their receipt by the incorporator. The date shown on these documents, when received by the office of The Secretary of State of the State of Florida, shall constitute the commencement date for the corporation whether actively functioning in its capacity or not.

## Article V - Directors

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The Director(s) and initial stockholder(s) of the corporation shall be:

Name: Osmer Jimenez

No Certificates of Stock shall be distributed to future stockholders, until such date stipulated by the initial Directors. Upon duly formation of all documents relevant to the corporation, the initial Directors, shall set a date for a meeting, to determine the initial distribution of stock as it pertain to the initial stockholders and beyond.

## Article VI - Powers of the Corporation

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The corporation shall have the same powers as that of an individual, to do all things necessary or convenient to externally carry out its business and affairs, with other corporations or entities, or individuals, and it shall be protected from unfair or illegal treatment, from one and all; subject to any limitations or restrictions imposed or applicable by the laws of the State of Florida and the laws of these United States of America, regarding corporations for profit; and directed internally by the By-Laws of the corporation, which shall constitute its guiding rules. The By-Laws shall be, as need requires, amended, altered, augmented, or decreased, by the Directors in agreement.

## **Article VII - Preemptive Rights**

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The initial stockholder(s) of the corporation, shall have the preemptive right, as indicated in the corporate by-laws, to have priority in the distribution or sharing of the corporation's dividends and or earnings to a percentage not to exceed .10 of the total yearly earnings. This distribution shall remain regardless of the amount of stockholders the corporation may acquire, thereafter.

After the initial 10 %, the remaining earnings shall be distributed at the rate of percentage of ownership of each stockholder.

By initial stockholders it is understood, the stockholders with an initial interest an effort in the forming and structuring of the corporation.

## **Article VIII -Incorporator**

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The name (s) and address(es) of the incorporator(s), are:

Name: Osmer Jimenez  
Address: 4805 Wishart Blvd  
Tampa, FL. 33603

## **Article IX -Term of Existence**

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The corporation shall exist perpetually, from the time of its inception, as these Articles are received and approved by the Secretary of State of the State of Florida, and returned as such to the incorporator.

## **Article X - Capital Stock**

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The corporation shall have a maximum of 100,000 shares authorize to be outstanding. The initial issue shall be of 1,000 shares, with a par value of \$ 1.00 each. The corporation reserves the right to alter this format, with proper documentation, and authorization from the Secretary of State.

## **Article XI - By Law Amendment**

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The corporation shall have the power to adopt, alter, amend, or repeal, any and or, all bylaws of this corporation, by the power vested in the Board of Directors and its stockholders.

## **Article XII - Indemnification**

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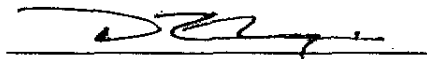
The corporation shall indemnify any officer or director, present or future , to the full extent permitted by law, with such indemnification being of just cause and nature

## **Article XIII - Amendment of Articles**

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The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, following the procedure stipulated by law, as prescribed by the State of Florida and its statutes thereof.

IN WITNESS WHEREOF, The undersigned incorporators, set their Hands and affix their Seals, on this the 15<sup>th</sup> day of the month of July, in the year of Our Lord 2004.

  
Osmer Jimenez- Incorporator

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Designation of place of business domicile for the service of process within this state, naming agent upon whom process may be served:**

Acknowledgement of registered Agent: Pursuant to Chapter 48.901, of the Florida Statutes the following is submitted in compliance with said act:

I, Osmer Jimenez , do hereby accept the position of Registered Agent for this corporation, fully understanding its meaning and responsibilities of charge, and do so, willingly. With address of office as designated below.

  
Osmer Jimenez- Registered Agent

4805 Wishart Blvd  
Tampa, FL 33603