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**FLORIDA PROFIT CORPORATION OR P.A.**

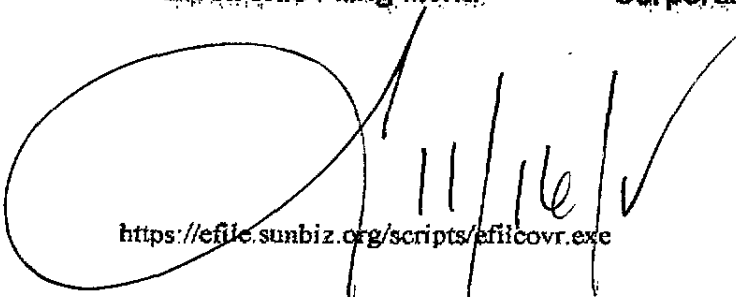
**D. RANCH OF U.S.A. CORP.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 15, 2004

LAZARUS CORPORATE FILING SERVICE, INC.

SUBJECT: D. RANCH CORP.  
REF: W04000041661

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is A97000001192.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

FAX Aud. #: H04000225841  
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ARTICLES OF INCORPORATION

We, the undersigned, do hereby associate ourselves together and subscribe  
The Articles of Incorporation for the purpose of forming corporation under the  
Laws of the State of Florida, Chapter 607 and subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be:

D. RANCH OF U.S.A. CORP.

ARTICLE TWO

This corporation shall have perpetual existence and may engage in any  
Activity or business permitted under the laws of the United States of  
Florida

The general nature of business to be transacted by this corporation shall  
Be:

a) This Corporation is organized for the purpose of engaging in a business  
Organized under Florida General Corporation law, Chapter 607, Florida States.

b) To manufacture, purchase or otherwise acquire, and to own mortgage,  
Pledge, sell, assign, transfer or otherwise dispose of, and it invest in, trade in, and  
deal in and with, goods, wares, merchandise real and personal property, and services  
of every class, kind and description.

c) To conduct business in, have one or more offices in, and buy, hold  
Mortgage, sell, convey, lease or otherwise dispose of real and personal property,

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Including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states, districts, territories, countries or colonies.

d) To contract debts and borrow money, issue and sell or pledge bonds, Debentures, notes and other evidence of indebtedness, and execute such mortgages, Transfer of corporate property or other instruments to secure the payment of Corporate indebted as required.

e) To purchase the corporate assets of any other corporation and engage in The same or other character of business.

f) To acquire by purchase subscription or otherwise and to receive, hold, Own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or Otherwise dispose of or deal in and with any of the shares of the capital stock or any Voting trust certificates in respect of shares of capital stock, scrip, warrants, Rights, bonds, debentures, notes, trust receipts, and other securities, obligations, Chose in action and evidence of indebtedness or interest issued or created by any Corporation, stock companies, syndicates, association firms, trusts, or persons, Public or private, or by the government of the United States of America, of by any Foreign government, or by any state, territory, province, municipality or other Political subdivision or by any governmental agency, and as owner thereof, to Possess and exercise all the rights, powers and privileges of ownership, including the Right to execute consents and vote thereon, and all acts and things necessary or Advisable for the preservation, protection, improvement, and enhancement in value Thereof

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida Upon corporation formed under its laws, and to do any or all things herein above set

Forth to the same extent as natural persons might or could do

### ARTICLE THREE

The maximum number of shares of stock, which the corporation shall have Outstanding at any time, shall be 500 SHARES common stock  
# FOR PAR VALUE

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All or any part of the capital stock may be paid for either in lawful monies of The United States of America, or in other assets transferred to the corporation, at a True valuation as of the time of exchange for stock.

ARTICLE FOUR

The principal office of the corporation shall be located at:

8880 NW 171 LANE  
MIAMI, FL 33618

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE FIVE

The corporation shall have \_\_\_\_\_ / \_\_\_\_\_ director (s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the laws, but shall never be less than one (1) not more than five (5).

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, and 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 or hers having heretofore hereafter Been director or officer of this corporation, or by reason if any action alleged to Have been heretofore or hereafter taken or omitted by him or her in connection with any such claim or liability provided that person shall be indemnified against, or

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Be reimbursed for any expenses incurred in connection with any claim or liability  
As to which it shall be adjusted that such officer or director is liable for negligence  
Or willful misconduct in the performance of his duties.

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

No contract or other transaction between this corporation and any other  
Corporation and no act of this corporation shall in any way be affected or  
Invalidated by the fact that any of the directors of the corporation are pecuniary or  
Otherwise interested in, or are directors, or officers, of such other corporation. Any  
Director individual or any firm of which any director may be a member, may be a  
Party to, or may be pecuniary or otherwise interested in any contract or transaction  
Of the corporation, provided the fact that his interest should be disclosed or should  
Have been known to the Board of Directors or such members thereof as shall be  
Present at any meeting of the Board of Directors at which action upon any such  
Contract or transaction shall be taken, and any director of the corporation who 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 authorize any such  
Contract or transaction with the like force and effect as if he were no such director  
Or officer of such other corporation or not so interested.

#### ARTICLE SIX

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 of until their successors are elected or appointed and have qualified,  
are as follows:

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BOARD OF DIRECTORS

DAVID GALQUERA

OFFICERS

DAVID GALQUERA- PRESIDENT

ARTICLE SEVEN

The names and post office addresses of each of the subscribers to these Articles of Incorporation are follows:

NAME  
DAVID GALQUERA

ADDRESS  
8880 NW 1712 AVE  
MIAMI FL 33614

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**ARTICLE EIGHT**

This corporation shall have full power to carry on and transact each or all of the business enumerated in Article Two of these Article of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law.

**ARTICLE NINE**

This Article of Incorporation may be amended in the manner provided by Law. Every amended shall be approved by the Board of Directors, proposed to The stockholders and approved a Stockholder's meeting by a majority of the stock entitled to vote thereon.

**ARTICLE TEN**

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 these Articles Otherwise provided; any action of such Board of Directors may be rescinded, or any Officer or director remove from office, only upon a vote of stockholders holding a Majority of the stock of the corporation which may at such time be actually issued Unless otherwise provided by the by-law 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 the 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 ELEVEN**

The private property of stockholders, officers and directors shall not be Subject to the payment of the obligations of the corporation to any extent.

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ARTICLE TWELVE

The registered Agent for services of process in the State of Florida, and its Registered office shall be:

DAVID GALGVERA  
8880 NW 171 LANE  
MIAMI FL 33418

ARTICLE THIRTEEN

The shareholders may at their sole discretion, repeal, alter or amend the by-laws of this corporation as provided under Chapter 607.081 of the Florida States, Restricting the power vested in the Board of Directors to adopt, amend, or repeal the by-laws within its course of business.

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IN WITNESS WHEREOF, the undersigned incorporates have hereunto set their hands and affix their seals on this 11 day of NOVEMBER 2004

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**ACKNOWLEDGEMENT by RESITERED AGENT**

The undersigned, having been named in the forgoing Articles of Incorporation of:

**To accept service of process, hereby accepts such designation.**

STATE OF FLORIDA) ) SS  
COUNTY OF DADE )

DAVID GALGVERI

**BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:**

To me well known and known to me to be the persons described in, whom after first being duly sworn, executed the foregoing Articles of Incorporation, Freely and voluntary for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at  
Hialeah, said County and State, this 11 day of NOVEMBER, 2004

Notary Public/State of Florida at Large

*Rafael Sandoval*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE

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