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**LAZARUS CORPORATE FILING SERVICE**

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

1. FEBRABINI, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
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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
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLE OF INCORPORATION  
OF

FERRARINI, INC.

2005 FEB -3 P 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND UNDER THE STATUTE OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF INCORPORATING FOR PROFIT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION: FERRARINI, INC.

ARTICLE TWO

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. TO TRANSACT ANY LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, AND ENGAGE IN ANY OTHER LAWFUL TRADE OR BUSINESS THAT CAN BE ADVANTAGEOUSLY CARRIED IN CONNECTION WITH OR AUXILIARY TO THE FOREGOING BUSINESS.
2. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FORGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE THREE

THE AGGREGATE NUMBER OF SHARES, WHICH THE CORPORATION IS AUTHORIZED TO ISSUE, IS 100 SHARES OF COMMON STOCK, SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00.

ARTICLE FOUR

THE PLEDGE, SALE, TRANSFER OR OTHER DISPOSITION OF THE CAPITAL STOCK MAY BE GOVERNED AND RESTRICTED BY THE BY-LAWS FOR WRITTEN AGREEMENT AMONG THE STOCKHOLDERS WHICH SHALL BE ON FILE IN THE OFFICE OF THE OFFICER OF THE CORPORATION SO NAMED IN ARTICLE SEVEN HEREIN.

THE BY-LAWS MAY PROVIDE FOR CUMULATIVE VOTING BY STOCKHOLDERS AT THE ELECTIONS OF THE DIRECTORS OF THE CORPORATION.

ARTICLE FIVE

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION MAY BEGIN BUSINESS SHALL NOT BE LESS THAN ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE SIX

THE EXISTENCE OF THE CORPORATION IS PERPECTUAL

ARTICLE SEVEN

THE INITIAL ADDRESS AND REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE: 11359 SW 68 TERRACE ,MIAMI FL, 33173-1903

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO ANY OTHER ADDRESS WITHIN THE STATE OF FLORIDA. THE REGISTERED AGENT IS: JORGE MARIO OLIVIERI ADDRESS: 11359 SW 68 TERRACE MIAMI FL 33173

ARTICLE EIGHT

A BOARD OF DIRECTOR(S) CONSISTING OF NOT LESS THAN (1) AND NO MORE THAN (5) SHALL MANAGE THE BUSINESS OF THE CORPORATION. A QUORUM FOR THE HOLDING OF A MEETING OF THE BOARD OF DIRECTOR(S), AND FOR THE TRANSACTION OF ANY BUSINESS PROPERLY CARRIED OUT BY THE DIRECTOR(S) ON BEHALF OF THE CORPORATION, SHALL CONSIST OF A MAJORITY OF THE MEMBERS THEREOF. BUT, THE DIRECTOR(S), BY UNANIMOUS CONSENT IN WRITING, INCLUDED IN THE MINUTES OF THE CORPORATION, MAY CONSENT TO THE DOING OF ANY ACT AND SUCH CONSENT IN WRITING SHALL HAVE THE SAME FORCE AND EFFECT AS THOUGH A FORMAL MEETING HAD BEEN HELD PURSUANT TO CALL BEING DULY MADE AND AS THOUGH THE SAID ACT HAD BEEN COMPLETED AND AUTHORIZED AT A MEETING AT WHICH A QUORUM HAD BEEN PRESENT, AND / OR SUCH DUTIES MAY BE DELEGATED TO AN "EXECUTIVE COMMITTEE".

ARTICLE NINE

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS AS FOLLOWS. THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTOR IS:

PRESIDENT: JORGE MARIO OLIVIERI 11359 SW 68 TERRACE MIAMI ,FL

VICE-PRES.: JORGE MARIO OLIVIERI 11359 SW 68 TERRACE MIAMI,FL

SECRETARY: JORGE MARIO OLIVIERI 11359 SW 68 TERRACE MIAMI ,FL

TREASURER: JORGE MARIO OLIVIERI 11359 SW 68 TERRACE MIAMI,FL

ARTICLE TEN

THE NAME AND ADDRESS OF THE SUBSCRIBERS TO THE ARTICLES OF INCORPORATION, AND THE NUMBER OF SHARES OF STOCK THAT THEY AGREE TO TAKE ARE AS FOLLOWS:

NAME: ADDRESS: SHARES/VALUE:

JORGE M. OLIVIERI 11359 SW 68 TERRACE MIAMI FL 100 \$100.00

ARTICLE ELEVEN

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER SECTION 1244 OF THE INTERNAL REVENUE CODE IN ORDER THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS THEREUNDER.

IN WITNESS WHEREOF: WE HAVE HEREUNTO SET OUR HANDS AND SEALS THIS 28<sup>TH</sup> DAY OF JANUARY, 2005.

Oswaldo Martinez (SEAL) Oswaldo Martinez

\_\_\_\_\_ (SEAL)

\_\_\_\_\_ (SEAL)

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME, AN OFFICER BULY AUTHORIZED TO TAKE ACKNOWLEDGEMENTS AND ADMINISTER OATHS IN THE STATE OF FLORIDA, JORGE MARIO OLIVIERI TO ME WELL KNOWN TO BE THE PERSON DESCRIBED IN OR WHO HAS SUBMITTED PROVE OF IDENTITY AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AN WHO ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED FREELY AND VOLUNTARILY FOR THE PURPOSE THREIN EXPRESSED.

IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON THIS 28<sup>TH</sup> DAY OF JANUARY, 2005.

[Signature]

NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

[Signature]

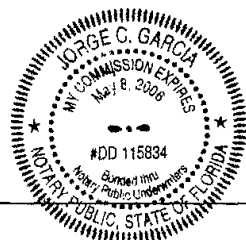
REGISTERED AGENT  
**JORGE MARIO OLIVIERI**

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE  
ACKNOWLEDGMENT IN THE STATE AND COUNTY SET FORTH ABOVE,  
PERSONALLY APPEARED **JORGE MARIO OLIVIERI**, WELL KNOWN TO ME  
TO BE THE PERSON WHO EXECUTED THE FOREGOING ACCEPTANCE BY  
REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE  
EXECUTED THAT ACCEPTANCE ON THE **28<sup>TH</sup>** DAY OF **JANUARY, 2005**.



NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES



STATE OF FLORIDA  
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS

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THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH CHAPTER 48.091, FLORIDA STATUTES:  
**FERRARINI, INC.** A CORPORATION ORGANIZED (OR ORGANIZING) UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT **11359 SW 68 TERRACE MIAMI FL** HAS NAMED **JORGE MARIO OLIVIERI**, PRESENT AT **11359 SW 68 TERRACE, MIAMI DADE COUNTY** AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

OFFICERS:

NAMES	TITLE	ADDRESS
<u>JORGE MARIO OLIVIERI</u>	<u>PRESIDENT</u>	<u>11359 SW 68 TE. MIAMI FL 33173</u>
<u>JORGE MARIO OLIVIERI</u>	<u>VICE-PRES.</u>	<u>11359 SW 68 TE. MIAMI FL 33173</u>
<u>JORGE MARIO OLIVIERI</u>	<u>SECRETARY</u>	<u>11359 SW 68 TE. MIAMI FL 33173</u>
<u>JORGE MARIO OLIVIERI</u>	<u>TREASURER</u>	<u>11359 SW 68 TE. MIAMI FL 33173</u>

DIRECTOR(S):

NAMES	ADDRESS
<u>JORGE M. OLIVIERI</u>	<u>11359 SW 68 TE. MIAMI FL 33173</u>

BY:

  
CORPORATE OFFICER  
JORGE MARIO OLIVIERI

2005 FEB -3 P 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ACCEPTANCE:

I AGREE AS RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS, TO KEEP OFFICE OPEN DURING PRESCRIBED HOURS, TO POST MY NAME (AND ANY OTHER OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT SERVICE OF PROCESS AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN SOME CONSPICUOUS PLACE IN OFFICE AS LAW REQUIRES.

  
RESIDENT AGENT  
JORGE MARIO OLIVIERI