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NEIL B MOONEY

(Requestor's Name)

1911 Cap. Ctr NE

(Address)

T22 FL 32308

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

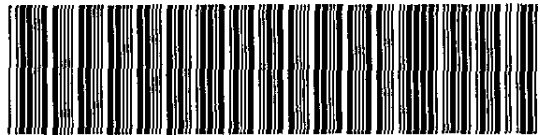
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3-18-05

**ARTICLES OF INCORPORATION OF**  
**HEMISPHERE CARGO CORP.**

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TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as incorporator of a corporation, adopts the following Articles of Incorporation for such corporation:

**NAME**

1. The name of the Corporation is HEMISPHERE CARGO CORP. The period of duration of the corporation is perpetual.

**OFFICES**

2. The principal office of the Corporation shall be in Miami, Florida. The Corporation may also establish any office or offices at such other place or places as the Board of Directors may from time to time designate. The mailing address of the Corporation shall be 10850 N.W. 21<sup>ST</sup> ST., SUITE #100, Miami, FL 33172.

**SHARES**

3. Authorized Shares.

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1200 shares of Capital Stock with a par value of \$1.00 per share.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No classes of stock. The shares of the Corporation are not to be divided into classes unless approved by the by-laws of the Corporation.

#### **REGISTERED AGENT**

4. The street address of the registered office of the Corporation is 10850 N.W. 21<sup>st</sup> ST., SUITE 100 MIAMI, FL 33172 and the name of the registered agent at such address is Felipe Proano.

#### **BOARD OF DIRECTORS**

5. The initial Board of Directors shall consist of one (1) member.
6. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successor(s) have been elected and qualified are as follows:

Mr. Carlos Felipe Proano

To be found at

10850 N.W. 21<sup>st</sup> ST., SUITE 100

MIAMI, FL 33172

#### **INCORPORATOR**

7. The names and addresses of the initial incorporator is as follows:

Neil B. Mooney, Esq.

1911 Capital Circle N.E.

Tallahassee, FL 32308

#### **AMENDMENTS TO ARTICLES**

8. The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting with no less than a two-thirds vote of the common stock.

### **PURPOSE**

9. The purpose Corporation is authorized to conduct all lawful business activity in the state and outside, including Customs Brokerage and any other Customs business once having obtained the appropriate Federal license(s).

**IN WITNESS WHEREOF, THE UNDERSIGNED** has made and subscribed these Articles of Incorporation on this, the Seventeenth day of March, 2005.

A handwritten signature in black ink, appearing to read 'Neil B. Mooney', is written over a horizontal line.

Neil B. Mooney, Incorporator

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

A handwritten signature in black ink, appearing to read 'Neil B. Mooney', is written over a horizontal line.

Neil B. Mooney  
March 17, 2005