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TECNOISA 98 INVESTMENTS, INC.

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**ARTICLES OF INCORPORATION
AND CORPORATE BY-LAWS OF
TECNOISA 98 INVESTMENTS, INC.**

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - CORPORATE NAME

The name of the corporation ("Corporation") is Tecnoisa 98 Investments, Inc.

ARTICLE II - TERM OF EXISTENCE

The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - CORPORATE ADDRESS

The street address of the principal office of the Corporation is 50 Menores Avenue, Suite 612, Miami, Florida 33134.

The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE IV - PURPOSE

This Corporation is being formed for the purpose of enterprising and conducting business in any lawful activity, including but not limited to:

- (a) The acquisition, purchase and sell of real estate property or interests in real estate property, within the State of Florida, as well as within the Territory of the United States of America, its allies, or any other foreign country. The Corporation may, at its sole discretion, enter into any contracts, listing agreements, financing agreement, and construction agreement regarding the acquisition, purchase and sale of real estate property.
- (b) The development, construction, and remodeling of real estate property. This includes but it is not limited to, entering into lawful agreements with other entities, obtaining necessary government or third-party permits, entering into notices of commencements, and obtaining the necessary materials, equipment, and personnel as determined by the corporation. The Corporation also may enter into service agreements for the purpose of obtaining utilities, goods and services as related to real estate property as described above.

- (c) The Corporation will also be engaged in the administration, conveyance, leasing, financing, mortgaging, managing, and insuring of real estate property and/or interests in same, and any other matters related thereto, which title is held either by the Corporation or by third national or foreign parties. The Corporation may, at its sole discretion, engage in these matters directly or employ a third party.
- (d) The administration of commercial real estate rents and leases, franchising, and licensing rights, and any of the businesses that the Corporation may exercise related to the acquisition, annexation, administration and management of interests of another business entity.
- (e) The Corporation may engage in the lawful acquisition, sale, exchange, investment, management or otherwise contracting of investments bonds and stocks, whether public or private, and all matters related thereto. The Corporation may also engage in financial services related to lending, financing, or brokering of goods and services for either public or private and corporate entities.
- (f) The Corporation may engage in exporting, importing, acquisition, sale, exchange, management or otherwise contract of goods, services and commodities with national or foreign entities.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial street address of the Corporation's registered agent office is 722 NW 105th Place, Miami, FL 33172. The initial registered agent for the Corporation at that address is: Nancy C. Rodriguez.

ARTICLE VI - INITIAL OFFICERS

The initial Board of Directors shall consist of one member. The name and address of the person who will serve on the initial Officer is:

Nestor Maldonado Lanza, President
50 Menores Avenue
Suite 612
Miami, Florida 33134

ARTICLE VII - OFFICERS

The executive officers of the corporation shall be chosen by the directors. The Board of Directors may also choose a one or more Vice Presidents and such other officers as it shall deem necessary. Any number of offices may be held by the same person.

Salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

The officers of the corporation shall hold office for one year and/or until their successors are chosen and have qualified. Any officer or agent elected or appointed by the Board may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby.

The President shall attend all sessions of the Board. The President shall be the chief executive officer of the corporation; he shall have general and active management of the business of the corporation, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall have the general power and duties of supervision and management usually vested in the office of President of a corporation, including but not limited to the sale, conveyance, and encumbrance of real estate property owned or to be acquired by the corporation. Thus, the President shall be in charge of signing of deeds, mortgage deeds, promissory notes, affidavits, power-of-attorney, and other closing documents, that may be necessary to manage the corporate assets.

The President acting as Chief Financial Officer of the corporation shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as President and Chief Financial Officer and of the financial condition of the corporation.

The Secretary shall attend all sessions of the Board and all meetings at the stockholders and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for all committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the stockholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision he shall be. He shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

ARTICLE VIII - VACANCIES

Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise, shall be filled by the Board of Directors. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although not less than a quorum, or by a sole remaining director. If at any time, by reason of death or resignation or other cause, the corporation should have no directors in office, then any officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or

estate of stockholder, may call a special meeting of stockholders in accordance with the provisions of these By-Laws.

When one or more directors shall resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

ARTICLE IX - CORPORATE RECORDS

Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's stock ledger, a list of its stockholders, and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the corporation at its registered office in this state or at its principal place of business.

ARTICLE X - CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The guidelines for the stockholder's meetings are set as follows:

ARTICLE XI - SHAREHOLDER INFORMATION

Place of Meetings: Meetings of stockholders shall be held at the corporate office of the corporation in this state or at such place, either within or without this state, as may be selected from time to time by the Board of Directors.

Annual Meeting: The annual meeting of the stockholders shall be held on the 3rd Wednesday of February in each year if not a legal holiday, and if a legal holiday, then on the next secular day following at 10:00 A.M., when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting for election of directors is not held on the date designated therefore, the directors shall cause the meeting to be held as soon thereafter as convenient.

Election of Directors: Elections of the directors of the corporation shall be by written ballot.

Special Meetings: The President or the Board of Directors may call special meetings of the stockholders at any time, or stockholders entitled to cast at least one-fifth of the votes, which

all stockholders are entitled to cast at the particular meeting. At any time, upon written request of any person or persons who have duly called a special meeting, it shall be the duty of the Secretary to fix the date of the meeting, to be held not more than sixty days after receipt of the request, and to give due notice thereof. If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so.

Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto, unless all stockholders entitled to vote are present and consent.

Written notice of a special meeting of stockholders stating the time and place and object thereof, shall be given to each stockholder entitled to vote thereat at least 30 days before such meeting, unless a greater period of notice is required by statute in a particular case.

Quorum: A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than a majority of the outstanding shares entitled to vote is represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Proxies: Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.

A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally. All proxies shall be filed with the Secretary of the meeting before being voted upon.

Notice of Meetings: Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting.

Consent in Lieu of Meetings: Any action required to be taken at any annual or special meeting of stockholders or a corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a

meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

List of Stockholders: The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. No share of stock upon which any installment is due and unpaid shall be voted at any meeting. The list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

ARTICLE XII - INCORPORATION

The name and street address of the person signing these articles of incorporation and acting as incorporator is:

Name

Address

Nancy C. Rodriguez

Nancy C. Rodriguez, P.A.
722 NW 105th Place
Miami, FL 33172

ARTICLE XIII - INDEMNIFICATION

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE XIV - AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Corporate By-Laws, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

In the event of a conflict between the terms and conditions of these Articles of Incorporation and the Bylaws of the Corporation, the terms and conditions of these Articles of Incorporation shall control.

The Officers of the corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Articles of Incorporation and Corporate By-Laws of the corporation, at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Articles of Incorporation and Corporate By-Laws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation and Corporate By-Laws this 22nd day of March 2005.


Nancy C. Rodriguez

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Tecnoisa 98 Investments, Inc.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes 607.0501(3), and in compliance with Section 48.091, Florida Statutes.


Nancy C. Rodriguez

Dated this 22nd day of March 2005.

FILED
05 MAR 23 AM 11:05
MILWAUKEE, FLORIDA

This document was prepared by:
Nancy C. Rodriguez
722 NW 105th Place
Miami, Florida 33172