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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT CORPORATION OR P.A.

Carice Investments, Inc.

D. WHITE OCT - 4 2005

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**FILED**H050002331183  
2005 OCT -3 A 10:54**ARTICLES OF INCORPORATION  
OF  
CARICE INVESTMENTS, INC.**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.****Name**

The name of this Corporation shall be: **CARICE INVESTMENTS, INC.**

**ARTICLE II.****Nature of Business**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III.****Capital Stock**

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporation shall be as follows:

<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Par Value/ Per Share</u>
Common Stock	100	\$1

The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

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**ARTICLE IV.**

**Incorporator**

The name and street address of the Incorporator of this Corporation, is as follows:

Humberto L. Rodriguez, Esq.  
Gonzalez & Rodriguez, P.L.  
999 Ponce De Leon Blvd., Penthouse 1135  
Coral Gables, Florida 33134

**ARTICLE V.**

**Term of Corporate Existence**

This Corporation shall exist perpetually, effective as of the date of filing with the Florida Secretary of State, unless dissolved according to law.

**ARTICLE VI.**

**Preemptive Rights Granted**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE VII.**

**Address of Principal Office, Registered**

**Office and Registered Agent**

The street address of the principal office of this Corporation is: 2610 S.W. 28<sup>th</sup> Lane, Miami, Florida 33133. The street address of the corporation's registered office is 999 Ponce De Leon Blvd., Penthouse 1135, Coral Gables, Florida 33134. The name of the registered agent of

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the Corporation at the above address shall be Humberto L. Rodriguez, Esq. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

#### ARTICLE VIII.

##### Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

#### ARTICLE IX.

##### Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

#### ARTICLE X.

##### By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

#### ARTICLE XI.

##### Indemnification of Directors and Officers

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The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

**ARTICLE XII.****Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 30<sup>th</sup> day of September, 2005.

  
(SEAL)  
Humberto L. Rodriguez, Esq., Incorporator

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 30<sup>th</sup> day of September, 2005, by Humberto L. Rodriguez, Esq., who is personally known to me (Yes) (No) or who produced \_\_\_\_\_ as identification. Type of ID produced \_\_\_\_\_



Javier L. Gonzalez  
My Commission DD294069  
Expires February 25, 2008

  
Notary Public  
State of Florida at Large

My Commission Expires:

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE**  
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

CARICE INVESTMENTS, INC. desiring to organize as a corporation under the laws of the State of Florida has designated 999 Ponce De Leon Blvd., Penthouse 1135, Coral Gables, Florida 33134, as its initial Registered Office and has named Humberto L. Rodriguez, Esq., located at said address as its initial Registered Agent.

By: 

**Humberto L. Rodriguez, Esq., Incorporator**

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: 

**Humberto L. Rodriguez, Esq., Registered Agent**