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Dec. 20 2005 01:17PM P2

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CARRERA AND AMADOR

PAGE 03/08

H05000289012

**ARTICLES OF INCORPORATION
OF
ESMELAGA CORP.**

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ARTICLE I

NAME:

The name of this corporation is: **ESMELAGA CORP.**

ARTICLE II

PURPOSE:

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

ARTICLE IV

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V

RESTRICTIONS ON TRANSFER OF SHARES

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

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FAX NO. : 3052201440

Dec. 20 2005 01:17PM P3

CARRERA AND AMADOR

PAGE 04/08

H05000289012

ESMELAGA CORP.
Articles of Incorporation

ARTICLE VI

PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AND AGENT

The initial registered office, and mailing address of the Corporation is:

780 N.W. LeJeune Centre, Suite 423, Miami, FL 33126, and the Registered Agent is:

CARMEN G. AMADOR, at 780 N.W. LeJeune Centre, Suite 423, Miami, FL 33126.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws.

This corporation reserves the rights granted by Section 607.0732(1)(a) of the Florida Statutes, as presently enacted, of eliminating the board of directors or of restricting its discretionary powers.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these articles is:

Name:

Rolando Araujo

Street Address:

2351 S.W. 37th Avenue, #811
Miami, Florida 33145

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ESMELAGA CORP.
Articles of Incorporation

ARTICLE IX**OFFICERS**

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

A duly appointed officer of this corporation may appoint one or more assistant officers to help the officer so-appointing in such officer's functions.

ARTICLE X**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

H05000289012

FROM : LAZARUS

FAX NO. : 3052201440

Dec. 20 2005 01:17PM P5

12/20/2005 12:55 3054435426

CARRERA AND AMADOR

PAGE 06/08

H05000289012

ESMELAGA CORP.
Articles of Incorporation

ARTICLE XI

PROCEDURE IN CASE OF DEADLOCK

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant the other party may petition the Miami-Dade County Bar Association and/or the Miami-Dade County CPA Association, to nominate, in the stead of the non-nominating party, an attorney or certified public accountant, and the attorney or any certified public accountant so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article. The parties in deadlock shall have thirty days, from the date of the deadlock, to nominate the attorney or certified public accountant, pursuant to the foregoing.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors

H05000289012

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12/20/2005 12:55 3054435426

FAX NO. : 3052201440

Dec. 20 2005 01:18PM P6

CARRERA AND AMADOR

PAGE 07/08

H05000289012

ESMELAGA CORP.
Articles of Incorporation

and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

ARTICLE XII

DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporators has executed the Articles of Incorporation, this 12th day of December, 2005.


ROLANDO ARAUJO

State of Florida)
) SS
County of Miami-Dade)

BEFORE ME, the undersigned authority, personally appeared ROLANDO ARAUJO, who produced VENEZUELAN ID CARD : V10.033.586 as identification and he acknowledged before me that he executed these Articles of Incorporation, this 12th day of December, 2005.



Islene Rodriguez
My Commission 00274872
Expires December 14, 2007


Notary Public, State of Florida

My commission expires:

H05000289012

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12/20/2005 12:55

3054435426

FAX NO. : 3052201440

Dec. 20 2005 01:18PM P7

CARRERA AND AMADOR

PAGE 08/08

H05000289012

ESMELAGA CORP.
Articles of Incorporation

REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


REGISTERED AGENT
CARMEN G. AMADOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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