

Mar 20 06 11:30

RICARDO MARTINEZ-CID, P.A.

(305) 858-2513

p.2

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000070195 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : RICARDO MARTINEZ-CID, P.A.  
Account Number : 076640001666  
Phone : (305) 859-7494  
Fax Number : (305) 858-2513

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 MAR 20 AM 11:20

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

PUERTO AZUL CORPORATION

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

D. WHITE MAR 21 2006

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

06 MAR 20 AM 11:20

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000070195  
**ARTICLES OF INCORPORATION**  
**PUERTO AZUL CORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is PUERTO AZUL CORPORATION.

Article II - Purpose

This corporation is organized to invest in quality South Florida real estate, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue One Million (1,000,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase its/his/her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is at 121 Crandon Boulevard, Unit 252, Key Biscayne, Florida 33149.

The name of the initial Registered Agent of this corporation is 121 Crandon Boulevard, Unit 252, Key Biscayne, Florida 33149.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the bylaws, but shall never be less than one (1). The

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494 / Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000070195 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000070195 3

initial directors of this corporation are Jose Alfredo Aguilar Alava, who shall also serve as president of the corporation, Susana Marlene Hinojosa de Aguilar, who shall also serve as vice-president, secretary and treasurer of the corporation, all of 121 Crandon Boulevard, Unit 252, Key Biscayne, Florida 33149.

Article VII - Incorporator

The name and address of the persons signing these Articles are Jose Alfredo Aguilar Alava and Susana Marlene Hinojosa de Aguilar of 121 Crandon Boulevard, Unit 252, Key Biscayne, Florida 33149.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence five (5) days before these articles are filed with the State of Florida, Secretary of State.

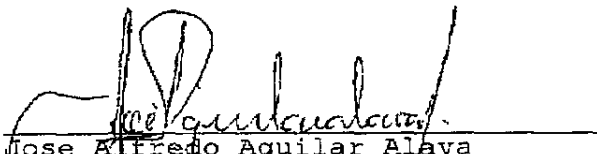
Article IX - By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporation, this March 16, 2006.



Susana Marlene Hinojosa de Aguilar  
121 Crandon Boulevard,  
Unit 252, Key Biscayne, Florida 33149



José Alfredo Aguilar Alava  
121 Crandon Boulevard,  
Unit 252, Key Biscayne, Florida 33149

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494 / Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000070195 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000070195 3

STATE OF FLORIDA       )  
                              ) S.S.  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned Notary Public, personally appeared Susana Marlene Hinojosa de Aguilar and Jose Alfredo Aguilar Alava, who respectively provided their Ecuadorian Passports as identification, and they acknowledged before me that they executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this March 16, 2006.

NOTARY PUBLIC  
STATE OF FLORIDA



Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000070195 3

FILED

06 MAR 20 AM 11:20

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000070195  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING THE ADDRESS AND

AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

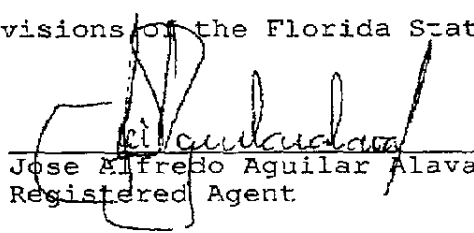
That PUERTO AZUL CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named Jose Alfredo Aguilar Alava, of 121 Crandon Boulevard, Unit 252, Key Biscayne, Florida 33149, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

PUERTO AZUL CORPORATION

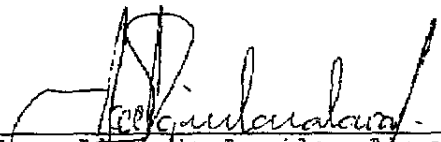
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this March 16, 2006.


  
\_\_\_\_\_  
Jose Alfredo Aguilar Alava  
Registered Agent

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000070195 3

ASSIGNMENT OF SUBSCRIPTION

FOR VALUE RECEIVED, Susana Marlene Hinojosa de Aguilar and Jose Alfredo Aguilar Alava hereby assigns to AHIMA S.A., a corporation organized and existing under the laws of Ecuador, of all subscription rights in and to PUERTO AZUL CORPORATION, a Florida corporation.

  
\_\_\_\_\_  
Jose Alfredo Aguilar Alava  
121 Crandon Boulevard/  
Unit 252, Key Biscayne, Florida 33149

  
\_\_\_\_\_  
Susana Marlene Hinojosa de Aguilar  
121 Crandon Boulevard,  
Unit 252, Key Biscayne, Florida 33149

WAIVER OF NOTICE OF FIRST MEETING OF BOARD OF DIRECTORS OF  
PUERTO AZUL CORPORATION

We, the undersigned, being all of the Directors of PUERTO AZUL CORPORATION, a Florida corporation, (the "Corporation"), hereby agree and consent that the first meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

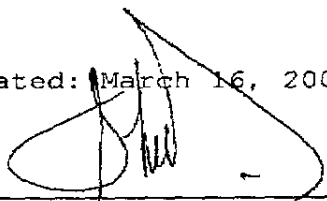
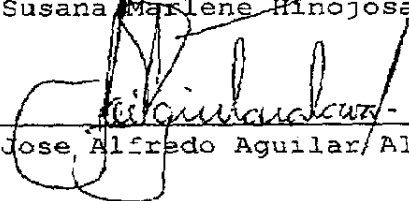
We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof, as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: 121 Crandon Boulevard, Unit 252, Key Biscayne,  
Florida 33149.

Date of Meeting: March 16, 2006.

Time of Meeting: 5:00 p.m.

Dated: March 16, 2006

  
\_\_\_\_\_  
Susana Marlene Hinojosa de Aguilar  
\_\_\_\_\_  
Jose Alfredo Aguilar Alava

RESOLUTIONS ADOPTED BY INCORPORATOR OF  
PUERTO AZUL CORPORATION

The undersigned, being the sole incorporator of PUERTO AZUL CORPORATION, a Florida corporation (the "Corporation"), hereby adopts the following resolutions:

RESOLVED, that a copy of the Articles of Incorporation of the Corporation, and the original receipt showing payment of the filing fee, be inserted in the Minute Book of the Corporation.

RESOLVED, that the form of Bylaws annexed to these resolutions be, and the same hereby is, adopted as and for the Bylaws of the Corporation, and that a copy thereof be placed in the Minute Book of the Corporation, following the Articles of Incorporation.


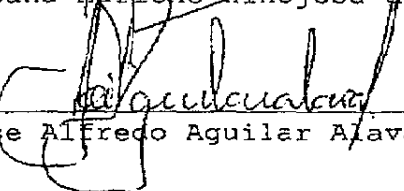
RESOLVED, that the persons listed below be, and they hereby are, elected as Directors of the Corporation, to serve until the first annual meeting of Shareholders, and until their successors are duly elected and qualify:

Jose Alfredo Aguilar Alava and Susana Marlene Hinojosa de Aguilar: Directors

RESOLVED, that, Ricardo Martinez-Cid, having an address at 1699 Coral Way, Suite 510, Miami, Florida 33145, hereby is appointed as the statutory agent for the Corporation for the service of process.

RESOLVED, that the principal office of the corporation is established at 121 Crandon Boulevard, Unit 252, Key Biscayne, Florida 33149.

Dated: March 16, 2006

  
\_\_\_\_\_  
Susana Marlene Hinojosa de Aguilar  
\_\_\_\_\_  
Jose Alfredo Aguilar Alava



MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS OF  
PUERTO AZUL CORPORATION

The first meeting of the Board of Directors of PUERTO AZUL CORPORATION, a Florida corporation the "Corporation") was held on the date and time and at the place set forth in the written waiver of notice signed by all of the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

There was present at the meeting, Jose Alfredo Aguilar Alava and Susana Marlene Hinojosa de Aguilar, being the two members of the Board of Directors.

The meeting was called to order by Jose Alfredo Aguilar Alava. It was moved, seconded and unanimously carried that Jose Alfredo Aguilar Alava act as Temporary Chairperson and that act as Temporary Secretary.

The meeting then proceeded to the election of officers. Upon nominations duly made and seconded, the following were unanimously elected officers of the Corporation, to serve for the ensuing year and until their successors are elected and qualify:

Jose Alfredo Aguilar Alava: president

Susana Marlene Hinojosa de Aguilar:

vice-president, secretary and treasurer.

The President of the Corporation thereupon assumed the Chair, and the Secretary of the Corporation assumed the duties of Secretary of the meeting.

The Secretary presented to the meeting: a copy of the Articles of Incorporation of the Corporation; a copy of the Bylaws of the Corporation; and the Resolutions adopted by the Incorporator of the Corporation.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that all the acts taken and resolutions adopted by the Incorporator of the Corporation are approved, ratified and adopted.

Page One of Two

The Secretary submitted to the meeting a seal proposed for use as the corporate seal of the Corporation. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the form of seal submitted to this meeting be, and it hereby is, approved and adopted as and for the corporate seal of the Corporation, and that an impression thereof be made on the margin of these minutes.

There was presented to the meeting a specimen of a proposed certificate to represent the Shares of the Corporation. Upon motion duly made, seconded and unanimously carried, it was

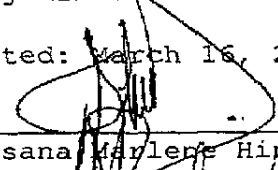
RESOLVED, that the specimen form of certificate which has been presented to this meeting be, and the same hereby is, approved and adopted as the certificate to represent the shares of the Corporation, and that the specimen certificate so presented to the meeting be annexed to the minutes thereof.

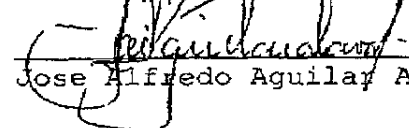
The banking arrangements of the Corporation were then discussed. After discussion, upon motion duly made, seconded and carried, it was

RESOLVED that the Secretary of the Corporation was instructed to establish an account with any bank(s) in Miami-Dade County, Florida, as the Secretary may, in the Secretary's absolute discretion, decide, was unanimously approved.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Dated: March 16, 2006

  
\_\_\_\_\_  
Susana Marlene Hinojosa de Aguilar

  
\_\_\_\_\_  
Jose Alfredo Aguilar Alava

Page Two

FILED  
06 MAR 20 06 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA