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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
06 AUG 21 AM 10:06

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

La Gamba, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

Courier _____

ARTICLES OF INCORPORATION
OF
LA GAMBETA, INC.

The undersigned subscriber(s) of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: LA GAMBETA, INC. The initial place of business of this corporation shall be 150 S.E. 25th Road, # 10-H, Miami, Florida 33129.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State.

ARTICLE III. CAPITAL STOCK

The initial number of shares of stock that this corporation is authorized to have outstanding at any one time 1000 shares of common stock having a par value of \$1.00 each.

**ARTICLE IV. REGISTERED AGENT AND
REGISTERED OFFICE**

The registered agent's office address shall be located at 150 Alhambra Circle, Suite 1100, Coral Gables, FL 33134 , and the name of the initial registered agent of the corporation is Victor A. Careaga, Esq., whose address is c/o 150 Alhambra Circle, Ste. 1100, Coral Gables, FL 33134.

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ARTICLE V. TERMS OF EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE VI. SPECIAL PROVISIONS

It is the intent of the incorporator(s) that the corporation will qualify as an corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or a appointed are, and their titles are:

ARTICLE VIII. DIRECTORS

This corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE IX. INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is(are):

Andres Avila
Via Interoceanica KM 14.5
Tumbaco, Ecuador

ARTICLE X. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, are as follows:

Andres Avila
Via Interoceanica KM 14.5
Tumbaco, Ecuador

Dario Avila
Via Interoceanica 14.5
Tumbaco, Ecuador

exchange, transfer, and otherwise dispose of all or any part of the property and assets.

D. To lend money and use credit to assist the officers and employees in accordance with Florida Statute 607.141.

E. To purchase, take, receive, subscribe for , or otherwise acquire, own, hold, vote, use , employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, other domestic or foreign corporations, associate partnerships, or individuals, or direct or indirect obligations of the United States or of any other Government, State, Territory, Governmental District, or Municipality, or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payments of the funds so loaned or invested.

H. To conduct its business, carry on the operations and have offices and exercise the powers granted by Florida Statutes 607, within or without the State.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the bylaws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare of for charitable, scientific,

ARTICLE XI. STOCKHOLDERS' MEETING(S)

The time and place of the annual stockholder's meeting shall be fixed and prescribed for in the bylaws and notice of same shall be given in one of the methods within or without the State. Any stockholder may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

ARTICLE XII. OFFICERS

The officers of this corporation shall be a President, Vice-President, and such other officers and agents as may be necessary. All Officers and Agents, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the bylaws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner or as hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XIII. POWERS

This corporation shall have the following powers:

A. To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed, affixed, or any other manner reproduced.

B. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in, and with real or personal property or any interest therein wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease,

or for educational purposes.

L. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any and all of the directors, officers and employees of its subsidiaries.

N. To act as counsel, agent, promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to effect the purposes of this corporation.

IN WITNESS WHEREOF the undersigned I/We(have)(has) hereunto set their(his) hand(s) and seal(s) this 8 day of August, 2006.



ANDRES AVILA - Incorporator

STATE OF Florida)
COUNTRY OF Dade)ss

BEFORE ME, the undersigned authority appeared the above-named individual , who has acknowledged the foregoing Articles of Incorporation and have signed and executed same for the purposes set forth therein and under no duress and/or undue influence.



ANDRES AVILA

Personally known _____
Produced Identification _____

SWORN AND SUBSCRIBED before
me this 8 day of August, 2006



NOTARY PUBLIC, State of Florida

My commission expires



Olga L. Garcia
Commission #DD147015
Expires: Oct 13, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I HEREBY am familiar with and accept the duties and responsibilities as
Registered Agent for LA GAMBETA, INC.



VICTOR A. CAREAGA, ESQ.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

A. CAREAGA, ESQ. BEFORE ME, the undersigned authority, personally appeared Victor,
who, after being duly sworn say that they have read the
foregoing designation and have signed and executed the same for the purposes set forth
therein.

SWORN AND SUBSCRIBED before me by this 17th day of AUGUST, 2006.

Produced Identification _____
Personally known ☒



Notary Public, State of Florida at Large

My commission expires:



Olga L. Garcia
Commission #DD147015
Expires: Oct 13, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

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