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2006 DEC -6 PM 12:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Bureh DEC 6 2006

**COVER LETTER •**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Mulsanne Funds, Corp.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Antonio R Lopez, CPA  
Name (Printed or typed)

782 NW Le Jeune Rd, Suite 436  
Address

Miami, FL 33126-5549  
City, State & Zip

305-448-3323  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

*Accounting Offices*  
**Antonio R. López, CPA**

Ocean Bank Building  
782 NW Le Jeune Road  
Suite 434  
Miami, FL 33126

Ph (305) 448-3323  
Fax (305) 448-3577  
taxman1120@bellsouth.net

November 21, 2006

Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, FL 32314  
ATT: Tim Burch  
Re: Letter number 806A00065141

Dear Mr. Burch:

In reference to your letter dated November 3, 2006 , please be advised that I have no intention of reinstating the corporation known as Mulsanne Funds, Corp. document # P02000075553 therefore, hereby I am releasing the name for use in another corporation that I am submitting along with this letter.

Should you have any questions regarding this matter, please do not hesitate to contact my CPA at the above telephone number.

Thanking you for your time and consideration, I remain.


Sincerely yours,

  
Javier G Calveira

State of Florida  
County of Dade,

**I HEREBY CERTIFY** that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Javier G Calveira** to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

**WITNESS** my hand and official seal in the County and State last aforesaid this November 21, 2006.

  
\_\_\_\_\_  
Notary Public  
State of Florida



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 3, 2006

ANTONIO R LOPEZ, CPA  
782 NW LE JEUNE RD STE 436  
MIAMI, FL 33126-5549

SUBJECT: MULSANNE FUNDS, CORP.  
Ref. Number: W06000048373

We have received your document for MULSANNE FUNDS, CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 806A00065141

## **ARTICLES OF INCORPORATION**

### **ARTICLE I-NAME**

The name and principal address of this corporation is:

**Mulsanne Funds, Corp.  
5420 NW 104<sup>th</sup> Court  
Miami, FL 33178**

and the mailing address of this corporation is:

**782 NW Le Jeune Rd, Suite 436  
Miami, FL 33126**

**FILED**  
**2006 DEC - 6 PM 12: 59**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

### **ARTICLE II-DURATION**

This corporation shall have perpetual existence, commencing at the time of filing of the Articles of Incorporation with the Department of State.

### **ARTICLE III-PURPOSE**

This corporation is organized for the purpose of undertaking any and all lawful business.

### **ARTICLE IV-CAPITAL STOCK**

This Corporation is authorized to issue 100 shares at \$ 1.00 par value common stock.

### **ARTICLE V-RIGHTS UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

### **ARTICLE VI-PREEMPTIVE RIGHTS**

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

### **ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent for this corporation at that address is.

**Javier G Calveira  
5420 NW 104<sup>th</sup> Court  
Miami, FL 33178**

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The name and address of the initial directors of this corporation is:

**Javier G Calveira, President  
5420 NW 104<sup>th</sup> Court  
Miami, FL 33178**

ARTICLE IX-INCORPORATORS

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

**Javier G Calveira  
5420 NW 104<sup>th</sup> Court  
Miami, FL 33178**

ARTICLE X-BYLAWS

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

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his/her name:

**Javier G Calveira ..... 100 shares**

Shares held by the initial shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meeting of the shareholders may be called by the Board of Directors.

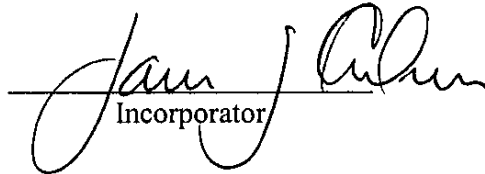
ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represent in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

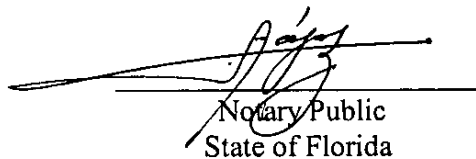
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this October 30, 2006.

  
Incorporator

State of Florida  
County of Dade,

**I HEREBY CERTIFY** that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Javier G Calveira** to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

**WITNESS** my hand and official seal in the County and State last aforesaid this October 30, 2006.

  
Notary Public  
State of Florida



Antonio R Lopez  
My Commission DD274839  
Expires December 14, 2007

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT and REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida

FIRST that, **Mulsanne Funds, Corp.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named as its agent to accept service of process within this State.

**Javier G Calveira  
5420 NW 104<sup>th</sup> Court  
Miami, FL 33178**

Having been named as registered agent and to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Registered Agent