

12/14/2006 10:29 AM 30540 807 SANCHEZ-MEDINA AND ASSOCIATES, P.A. Page 1 of 1

**PA0000194278**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : SANCHEZ-MEDINA & ASSOCIATES, P.A.  
Account Number : T20030000135  
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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Adrian Holdings Management Corp**

Certificate of Status	0
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ARTICLES OF INCORPORATION OF

ADRIAN HOLDINGS MANAGEMENT CORP.

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2006 DEC 15 A 10:31  
REGISTRY OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is ADRIAN HOLDINGS MANAGEMENT CORP.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are c/o Pedro J. Adrian, 4000 Ponce de Leon Boulevard, Suite 770, Coral Gables, Florida 33134.

ARTICLE III. DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV. NATURE OF BUSINESS

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

ARTICLE V. CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

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**ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this corporation is Roland Sanchez-Medina, Jr.  
The street address of the corporation's initial registered office is Sanchez-Medina & Associates,  
P.A., The Colomade - Suite 302, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134.

**ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Roland  
Sanchez-Medina Jr., Sanchez-Medina & Associates, P.A., The Colomade - Suite 302, 2333 Ponce  
de Leon Blvd., Coral Gables, Florida 33134.

**ARTICLE IX. BYLAWS**

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

**ARTICLE X. INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, the Incorporator,  
any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation this 15<sup>th</sup> day of December, 2006.

  
\_\_\_\_\_  
Roland Sanchez-Medina Jr.

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**ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this corporation is Roland Sanchez-Medina, Jr. The street address of the corporation's initial registered office is Sanchez-Medina & Associates, P.A., The Colonnade - Suite 302, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134.

**ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Roland Sanchez-Medina Jr., Sanchez-Medina & Associates, P.A., The Colonnade - Suite 302, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134.

**ARTICLE IX. BYLAWS**

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

**ARTICLE X. INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of December, 2006.

  
\_\_\_\_\_  
Roland Sanchez-Medina Jr.

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**CERTIFICATE OF REGISTERED AGENT OF  
ADRIAN HOLDINGS MANAGEMENT CORP.**

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted in compliance with said Act:

That **ADRIAN HOLDINGS MANAGEMENT CORP.**, desiring to organize under the laws of the State of Florida with its principal office at, County of Miami-Dade, State of Florida, has named **Roland Sanchez-Medina, Jr.**, as its agent to accept service of process within this State.

**Acknowledgment**

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 15<sup>th</sup> day of December, 2006.

  
\_\_\_\_\_  
Roland Sanchez-Medina Jr.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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