

**P07000058272**

Florida Department of State  
Division of Corporations  
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Account Number : 104076000124  
Phone : (305)476-7100  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**DELICIOUS ADS, INC.**

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PAGE 001/001

PAGE 01/08  
Florida Dept of State

TO: DALE WHITE

FROM: Jorge Vigil

8 pages



May 14, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations  
RASCO, REININGER, PEREZ & ESQUENAZI, P.A.

SUBJECT: DELICIOUS ADS, INC.  
REF: W07000023013

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

Name conflict with L07000016024, DELICIOUS ADS, LLC

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Dale White  
Document Specialist  
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FAX Aud. #: H07000129606  
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**RASCO REININGER PEREZ ESQUENAZI & VIGIL, P.L.**  
**ATTORNEYS & COUNSELORS AT LAW**

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Coral Gables, Florida 33134-6700  
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Jorge M. Vigil

José Manuel Pallí  
Kenneth Krasny  
Of counsel

\*Board Certified-Business Litigation  
Certified Circuit Court Mediator

May 14, 2007

Mr. Dale White  
Florida Department of State

Re: **Delicious Ads, Inc / Delicious Ads, LLC**  
**W07000023013 L07000016024**

Dear Mr. Dale:

We have received a rejection fax regarding the filing of the above referenced corporation, stating that there is conflict with a limited liability company under the same name. Please be advised that both the corporation and the limited liability company are directed/managed by exactly the same parties. The name and addresses of the persons are:

Suarez, Daniel F.  
8650 Ponca de Leon Rd.  
Miami FL 33143 US

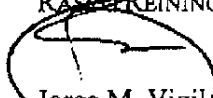
Salazar, Javier I.  
50 Avenida Constitución  
San Juan, PR 00901 US

Kindly proceed to file the above referenced corporation with the Department of State since, as we were told over the phone, no such conflict exists.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

RASCO REININGER PEREZ ESQUENAZI & VIGIL, P.L.

  
Jorge M. Vigil  
For the Firm

JMV/mjl  
enclosure  
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**ARTICLES OF INCORPORATION  
OF**

**DELICIOUS ADS, INC.**

The undersigned, acting as incorporator of **DELICIOUS ADS, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**DELICIOUS ADS, INC.**

and the principal place of business is:

8650 Ponce de Leon Rd.  
Miami, FL 33143

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

Audit No.: H07000129606 3

This instrument prepared by:

Jorge M. Vigil, Esq.

Rasco Reininger Perez & Esquenazi & Vigil, P.L.

283 Catalonia Avenue

2<sup>nd</sup> Floor

Coral Gables, Florida 33134

Telephone (305) 476-7100

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ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 283 Catalonia Avenue, 2<sup>nd</sup> Floor, Coral Gables, Florida 33134, and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

Audit No.: H07000129606 3

This instrument prepared by:

Jorge M. Vigil, Esq.

Rasco Reininger Perez Esquenazi & Vigil, P.L.

283 Catalonia Avenue

2<sup>nd</sup> Floor

Coral Gables, Florida 33134

Telephone (305) 476-7100

Audit No.: H07000129606 3

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

Suarez, Daniel F.  
8650 Ponce de Leon Rd.  
Miami FL 33143 US

Salazar, Javier I.  
50 Avenida Constitución  
San Juan, PR 00901 US

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Jorge M. Vigil, Esq.  
Rasco Reininger Perez Esquenazi & Vigil, P.L.  
283 Catalonia Avenue, 2<sup>nd</sup> Floor  
Coral Gables, Florida 33134

Audit No.: H07000129606 3

This instrument prepared by:

Jorge M. Vigil, Esq.

Rasco Reininger Perez Esquenazi & Vigil, P.L.

283 Catalonia Avenue

2<sup>nd</sup> Floor

Coral Gables, Florida 33134

Telephone (305) 476-7100

Audit No.: H07000129606 3

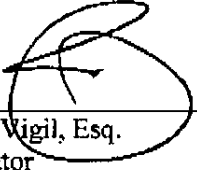
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of May, 2007.

  
\_\_\_\_\_  
Jorge M. Vigil, Esq.  
Incorporator

Audit No.: H07000129606 3  
This instrument prepared by:  
Jorge M. Vigil, Esq.  
Rasco Reininger Perez Esquenazi & Vigil, P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H07000129606 3

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent of **DELICIOUS ADS, INC.** in the foregoing Articles of Incorporation, Miami Corporate Systems, Inc. hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.,  
a Florida corporation

By: \_\_\_\_\_

Jorge M. Vigil, Vice President

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TALLAHASSEE, FLORIDA

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This instrument prepared by:

Jorge M. Vigil, Esq.

Rasco Reininger Perez Esquenazi & Vigil, P.L.

283 Catalonia Avenue

2<sup>nd</sup> Floor

Coral Gables, Florida 33134

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