

Florida Department of State

Division of Corporations Public Access System

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To:

Division of Corporations

Fax Number : (850)617-6381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 : (305)634-3694 Phone : (305)633-9696 Fax Number

DIVISION OF CORPORATION

FLORIDA PROFIT/NON PROFIT CORPORATION

BRICKELL MIAMI VIEW, INC.

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Electronic Filing Menu

Corporate Filing Menu

Help

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ARTICLES OF INCORPORATION OF

BRICKELL MIAMI VIEW, INC

ARTICLE ONE

NAME

The name of this corporation is: ERICKELL MIAMI VIEW, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Upon filing with the Secretary of State of the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows: SIXTY SHARES,

Designation. The stock of this corporation shall be known as Common Stock.

Prepared by: and to he returned to: IGNACIO SIBERIO, RAQ. International Finance Name Bldg. 1661 SW &" Struck, Suite 205 Miemi. Florida, 33136 Phone (301) 648-9863 Fex (305) 448-2341 PRX (\$85) 4-Pla. Bar 201934

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- B. <u>Authorized</u>. The maximum number of shares of Common Stock that this corporation may issue is: Sixty (60)
- C. <u>Non-Par Value.</u> Each share of Common Stock shall be non-par value.
- D. <u>Consideration</u>. Shares of Common Stock may be issued in exchange for cash or other property, real, personal, tangible or intangible, or in labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- B. <u>Non-assessability</u>. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. <u>Voting rights</u>. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. <u>Dividends</u>. Record holder of Common Stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. <u>Liquidation rights</u>. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

PRINCIPAL PLACE OF BUSINESS AND INITIAL REGISTERED OFFICE

The Street Address of the Principal Place of Business and Initial Registered office of this corporation is:

1878 Coral Way, Miami, Fl 33145

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Name

ARTICLE SIX

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INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have initially one (1) Director. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name (6) and address (86) of the initial Director (8) of this corporation is (are):

Addzess

JESUS CUEVAS SANCHEZ Director-President

MAURICIO CUEVAS AMPUDIA Vice-President

MARIA CONCEPCION BERNUTEZ CRUZ Treasurer-Secretary

ARTICLE SEVEN

BX-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Spard of Directors or the stockholders, but the Board of Directors may not amend or repeal any By-Law adopted by stockholders if the stockholders specifically provide such by-Law not subject to amendment or repeal by the Directors.

ARTICLE BIORY

PRE-EMPTIVE RIGHTS and RIGHT OF FIRST REFUSAL

Every stockholder, upon the sale for cash of any issued or new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE NINE

STOCKHOLDER QUORUM AND VOTING

Majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders.

If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE TEN

AFPROVAL OF STOCKHOLDERS REQUIRED FOR MERGER

The approval of the stockholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE ELEVEN

DIRECTOR QUORUM AND VOTING

The Majority of the Directors shall constitute a quorum for a meeting of Directors.

 If a quorum is present, the affirmative vote of the majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of majority of the remaining Directors present and voting, shall be the act of the Board of Directors.

ARTICLE TWELVE

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Subscriber has executed

these Articles of Incorporation this __ ARTICLE TELETZEN The name and address, and interest, of the persons or entities with right to subscribe chares of stock of this corporation are: INMOBILIARIA JCS, SA de CV 59 altares JESUS CUEVAS SANCHEZ Jesus Cuevas Ganchez <u>subscriber</u> Address: Valle #12. Jardines del Pedregal Mexico DF, Mexico 00150 STATE OF COUNTY OF Before me personally appeared JESUS CUEVAS SANCHIZZ personally known to me or who identified with _ VATER'S NO CARD , who under path acknowledged to have executed the foregoing instrument, and evers that the statements made are true and correct. SWORN TO and SUBSCRIBED before me by the above identified person(s). this SEP -3 2008 PRESIDENTIAL COMMISSIONS ARE PERMANENT

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230 CERTIFICATE DESIGNATING RESIDENT AND REGISTERED OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE OF 231 232 RESIDENT AND REGISTERED AGENT 233 234 In pursuance of Chapter 607.034, Florida General Corporation 235 Act, the following information is submitted: 236 237 First: That BRICKELL MIAMI VIEW, INC desiring to organize 238 under the laws of the State of Plorida, with its principal 239 office, as indicated in the Articles of Incorporation at the City 240 of Miami, County of Dade, State of Florida, has named DANIEL 241 SIBERIO Resident and Registered Agent, and designated as 242 Registered Office of the corporation: 1878 Coral Way, Miami, Fl. 243 244. 33145. 245 That said Resident and Registered Agent, having 246 Second: been named to accept service of process for the above stated 247 Corporation, at the place designated as the Resident and 248 Registered Office in this Cartificate, hereby accepts to act in 249 this capacity and agrees to comply with the provision of said Act 250 relative to keeping one said office. 251 252 253 254 255 256 BY: 257 258 DANIEL SZBERIO 259 Resident and Registered Agent 260 261 262

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