

# PO8000097908

Florida Department of State  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

bay point partners corp.

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October 28, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SUBJECT: BAY POINT PARTNERS CORP.  
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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.

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.

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P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

EL OULLAY, INC.

08 OCT 30 AM 10:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is EL OULLAY, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock no par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

Prepared by:  
Mark E. Rousso, Esq.  
Roth, Rousso & Katsman, LLP  
18851 NE 29<sup>th</sup> Avenue, Suite 900  
Aventura, FL 33180  
Telephone No: (786) 279 0000  
Florida Bar Number: 894583

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ARTICLE V. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is:

18851 NE 29<sup>th</sup> Avenue, Suite 900  
Aventura, FL 33180

The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is:

MARK E. ROUSSO, ESQ.  
18851 NE 29<sup>th</sup> Avenue, Suite 900  
Aventura, FL 33180

ARTICLE VIII. DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be increased from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the

right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

#### ARTICLE IX. INITIAL OFFICERS AND DIRECTORS

The names and post office addresses of the initial Directors and Officers of the corporation are:

President and Director:            Nicolas Guzman  
   18851 NE 29<sup>th</sup> Avenue, Suite 900  
   Aventura, FL 33180

Vice President and Director:    Jose Antonio Guzman  
   18851 NE 29<sup>th</sup> Avenue, Suite 900  
   Aventura, FL 33180

Vice President and Director:    Juan Larrain  
   18851 NE 29<sup>th</sup> Avenue, Suite 900  
   Aventura, FL 33180

Secretary and Director:        Francisco Silva  
   18851 NE 29<sup>th</sup> Avenue, Suite 900  
   Aventura, FL 33180

#### ARTICLE X. SUBSCRIBER

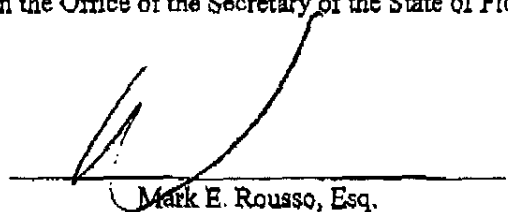
The name and post office address of the Subscriber to these Articles of Incorporation is: Mark E. Rousso, Esq., 18851 NE 29<sup>th</sup> Avenue, Suite 900, Aventura, FL 33180.

#### ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and

approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of EL QUILLAY, INC..

A handwritten signature in black ink, appearing to read "Mark E. Rousso", is written over a horizontal line. The signature is fluid and cursive.

Mark E. Rousso, Esq.

CORPORATE SUBSCRIBER

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DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

EL QUILLAY, INC. is a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at:

18851 NE 29<sup>th</sup> Avenue, Suite 900  
Aventura, FL 33180

has MARK E. ROUSSO, ESQ. as its agent to accept service of process within this state.

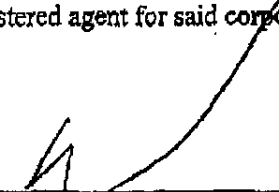
OFFICERS AND SPECIFIC ADDRESS

- President and Director: Nicolas Guzman  
18851 NE 29<sup>th</sup> Avenue, Suite 900  
Aventura, FL 33180
- Vice President and Director: Jose Antonio Guzman  
18851 NE 29<sup>th</sup> Avenue, Suite 900  
Aventura, FL 33180
- Vice President and Director: Juan Larrain  
18851 NE 29<sup>th</sup> Avenue, Suite 900  
Aventura, FL 33180
- Secretary and Director: Francisco Silva  
18851 NE 29<sup>th</sup> Avenue, Suite 900  
Aventura, FL 33180

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I agree as Resident Agent of EL QUILLAY, INC. to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY:   
Mark E. Rousso

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