

Division of Corporations
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To:

Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

### schnoff corporation

Certificate of Status	0
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Florida Dept of State



January 6, 2009

FLORIDA DEPARTMENT OF STATE Davision of Corporations

EMPIRE

SUBJECT: SCHINOFF CORPORATION

REF: W09000000282

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.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

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Wanda Cunningham Regulatory Specialist II New Filing Section

FAX Aud. #: E09000000348 Letter Number: 209A00000198

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SECRETARY OF STATE DIVISION OF CORPORATIONS 2009 JAN - 6 PM 2: 27

#### ARTICLES OF INCORPORATION

We the undersigned, hereby associate ourselves together for the purpose of becoming a comporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability rights privileges and immunities of comporation for profit.

**ARTICLE J** 

The name of the corporation shall be:

#### SCHINOFF CORPORATION

#### ARTICLE II

The oprporation may engage in the activity of business permitted under the laws of the United States and the State of Florida.

#### ARTICLE III

The maximun shares of a stock, with \$1,00 par value that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) Shares.

#### **ARTICLE IV**

The amount of capital with wich this corporation will begin business not be less than FIVE HUNDRED (\$500.00) dollars.

#### **ARTICLE V**

This corporation is to have perpetual existence.

Ramsan Professional Services 5849 W Flager Street Miami Florida 33144 Phone:(305)261-3225 Esther F.Alvarez, Accountant

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ARTICLE VI

The Principal office of this corporation shall be:

9890 SW 40th STREET MIAM!, FLORIDA 33165

#### ARTICLE VII

The number of the Board of the Directors of the corporation shall not be less than one person. The names and Post Office addresses of the first Board of Directors, who are subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until their succesors are elected and shall be duly qualified, are:

SERGIO SCHINOFF 9890 SW 40<sup>th</sup> Street Miami, Florida 33165

PRESIDENT/SECRETARY/TREASURY

#### **ARTICLE VIII**

The stockholders of the Corporation will be as follows:

SERGIO SCHINOFF 9890 SW 40<sup>th</sup> Street Miami, Florida 33165 PHONESUSA INC 9890 SW 40<sup>th</sup> Street Miami, Florida 33165

COMPUTER USA INC 9890 SW 40<sup>th</sup> Street Mlami, Florida 33165

The names and post office addresses of each subscriber to be Certificate of Incorporation are as follows:

Sergio Schinoff 9890 SW 40<sup>TH</sup> Street Miami, Florida 33165 2) TENEGGIÜBLINBEN 2009 VELLE 1.37. 1918 3000 3900 900 000 MINNEGELUPP ANTAL EMPLIEREN EMPLIEREN DER FERSTEN FLEIN DER FORMONDE FERSTEN FLEIN DER FORMONDE FERSTEN FLEIN DER FORMONDE FERSTEN FLEIN DER FORMONDE FERSTEN FLEIN FLEIN

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#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that anyone or more of the Directors of this corporation is or are interesy in, or is a Director or Officer of, or are Directors or Officers of such other corporation.

The opporation shall have the futher right and power to, from time to time determine whether and to what extend, at what time and places and under what conditions and regulations the accounting books of this corporation, other than the stock book, or any them, shall be open to the inspection of the stock holders, and no stockholders shall have any rights of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors.

The opporation, in its By-Laws, confers powers upon its Board of Directors of Officers, in addition to the powers authorized and expressly conferred by statute. Both Stockholders and directors shall have the power, if the By-laws so provide, to hold the respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this corporation subject to the provisions to the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The opporation reserves the right to amend, alter, change or repeal any provisions contained in this Cartificate of Incorporation in the manner now or hereafter prescribed by herein or granted subject to this reservation.

#### ARTICLE X

The corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of a stock in any corporation, all or any part of the business, goodwill, rights, properties and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or the otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting of such busines.

To enter into general partnerships (limited partnerships (whether the corporation be a limited or general partnership) joined ventures, syndicates, pools, associations and others arrangements for carrying on one more of the purposes set foth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

We the undersingned being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively to abide by the Articles as herein stated.

Substribed at Miami, Dade County, Florida, this 2nd days of January, 2009.

SERGIO SCHANOFF

President

STATE OF FLORIDA )
)SS
COUNTY OF DADE )

Before me, the undersigned authority, duly to administer oaths and receive acknowledgements, personally appeared:

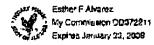
\_\_\_\_\_ SERGIO SCHINOFF

who, after being duly swom by me, depose and say that they signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

Witness my hand and official seal at Miami, Dade County, Florida, this 2<sup>nd</sup> days of Januaryl, 2009.

Notary Public-State of Florida

at Large .-



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CERTIFICATE DESIGNATING CHANGE OF PLACE BUSINESS OF DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

In pursuance of Chapter 48.091, Florida Statutes , the following is submitted in accordance with said Act:

That: | SCHINOFF CORPORATION

is qualified to do business under laws of the State of Florida, with its principal office at:

9890 SW 40<sup>th</sup> Street Míami, Florida 33165

And has appointed:

Sergio Schinoff 9890 SW 40<sup>TH</sup> STREET MIAMI, FLORIDA 33165 SECRETARY OF STATE OLVISION OF CORPORATIONS

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As its agent to accept services of process within this State.

#### **ACKNOWLEDGEMENTS**

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

SERGIO SCHINOFF

AGENT

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