

07/23/2009 15:03 FAX 2027798781 WILSON, RODRIGUEZ, P  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6361

From:

*Angelica M. Chiu, Paralegal*  
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FLORIDA PROFIT/NON PROFIT CORPORATION

SUNCAP LATAM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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FAX AUDIT # H09000169020

**ARTICLES OF INCORPORATION  
OF  
SUNCAP LATAM, INC.**

The undersigned, acting as incorporator of SUNCAP LATAM, INC., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: SUNCAP LATAM, INC.

**ARTICLE II. ADDRESS**

The principal place of business of the corporation shall be:

175 S.W. 7<sup>th</sup> Street  
Latitude One, Suite 2115  
Miami, FL 33130

The mailing address of the corporation shall be:

175 S.W. 7<sup>th</sup> Street  
Latitude One, Suite 2115  
Miami, FL 33130

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**ARTICLE III. COMMENCEMENT OF EXISTENCE**

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

**ARTICLE IV. PURPOSE**

The corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

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

The name and the Florida street address of the registered agent are:

Sunrise Capital Partners, L.L.C.  
175 S.W. 7<sup>th</sup> Street  
Latitude One, Suite 2115  
Miami, FL 33130

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**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is:

Joe Ackerman  
175 S.W. 7<sup>th</sup> Street  
Latitude One, Suite 2115  
Miami, FL 33130

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**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. INITIAL DIRECTOR**

The name and address of the initial Director are:

Joe Ackerman  
175 S.W. 7<sup>th</sup> Street  
Latitude One, Suite 2115  
Miami, FL 33130

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation as of July 20, 2009.

  
\_\_\_\_\_  
Joe Ackerman, Incorporator2009 JUL 20 P 2:23  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That SUNCAP LATAM, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 175 S.W. 7<sup>th</sup> Street, Latitude One, Suite 2115, Miami, FL 33130, State of Florida, has named Sunrise Capital Partners, L.L.C., as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

Sunrise Capital Partners, L.L.C.

By: Aroya Corp., a Florida corporation, its Manager

By:   
Joe Ackerman, Director

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