

Florida Department of State
Division of Corporations
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Fax Number : (850)617-6381

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ
Account Number : 076624003440
Phone : (305)444-6226
Fax Number : (305)442-4829

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FLORIDA PROFIT/NON PROFIT CORPORATION
ANDREA CORPORATION

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7/29/2010 1:54:47 PM PAGE 1/001 Fax Server



July 29, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations
ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.

SUBJECT: ANDREA CORPORATION
REF: W10000035615

We have received your document for ANDREA CORPORATION and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

The document number of the name conflict is L01000019392 (ANDREA, L.L.C.)

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000171624
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CERTIFICATE OF INCORPORATIONSECRETARY OF STATE
TALLAHASSEE FLORIDAOFANDREA US INVESTMENTS CORP

The undersigned incorporators to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is ANDREA US INVESTMENTS CORP.

ARTICLE II
GENERAL NATURE OF BUSINESS

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

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Carlos F. Arazoza
2100 Salzedo Street Suite 300
Coral Gables, Florida 33134
Phone: (305) 444-6226
Florida Bar N° 0698806

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ARTICLE VI
ADDRESS

The initial principal office and mailing address of this corporation in the State of Florida is 2100 SALZEDO STREET, SUITE 201, CORAL GABLES, FL 33134. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII
DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. The name and address of the initial director which shall serve until his replacements assume his position is:

<u>Name</u>	<u>Address</u>
JUAN PABLO CHIRINOS	2100 SALZEDO STREET SUITE 201 CORAL GABLES, FL 33134

ARTICLE VIII
INITIAL OFFICERS

The names offices and addresses of the initial officers which shall serve until their replacements assume their positions are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	JUAN PABLO CHIRINOS	2100 SALZEDO STREET SUITE 201 CORAL GABLES, FL 33134
Secretary		

ARTICLE IX
INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is JUAN PABLO CHIRINOS of 2100 Salzedo Street, Suite 201, Coral Gables, FL 33134

ARTICLE X
AMENDMENT

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 them to the Stockholders, and approved at a 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.

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ARTICLE XI
REGISTERED OFFICE AND REGISTERED AGENT

ANDREA US INVESTMENTS CORP, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 2100 Salzedo Street Suite 300 Coral Gables, FL 33134.

WITNESS the hand and seal of the incorporator in Miami-Dade County, State of Florida, the 30th day of July, 2010



JUAN PABLO CHIRINOS

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10 JUL 30 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30th day of July, 2010, by JUAN PABLO CHIRINOS. He has produced his PASSPORT (PERU # 3185462) as identification or is personally known to me, and he did _____ take an oath.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 30th day of July, 2010

NOTARY PUBLIC-STATE OF FLORIDA
Laura Kohn
Commission #DD770888
Expires: MAY 16, 2012
BONDED THRU ATLANTIC BONDING CO., INC.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

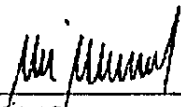
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ANDREA US INVESTMENTS CORP

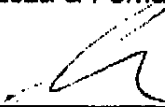
2. The name and address of the registered agent is:

Arazoza & Fernandez-Fraga P.A.
2100 Salzedo Street, Suite 300
Coral Gables, FL 33134

By: 
Juan Pablo Chirinos
July 28, 2010

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Arazoza & Fernandez-Fraga P.A.

By: 
Carlos F. Arazoza,
Director
July 29, 2010

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