

P95000001924

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT:                     FACTORING INC.                      
(Proposed corporate name - must include suffix)

30000001 1924 1924  
00000000 00000000  
\*\*\*\*1924\*\*\*\*1924

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM:           JOSE HORTENSI            
Name (printed or typed)

          14756 S.W. 74 LANE            
Address

          MIAMI FL 33193            
City, State & Zip

          (305) 246-7705 (ask for Joe )            
Daytime Telephone number

1995 JAN 20 10 48

FILED

1008/109/95  
P95-1924

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

of

FACTORING INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

**FACTORING INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is:

- 1) All lawful purposes
- 2) To factors, manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- 3) To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents copyrights, trademarks and licenses in the State of Florida and in all other states and countries.
- 4) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.

5) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7) To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

8) To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, each having \$1.00 (ONE DOLLAR) par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon; and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

### ARTICLE IV

The amount of Capital with which this corporation may begin business shall not be less than TEN THOUSAND DOLLARS (\$10,000.00).

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

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

14756 S.W. 74 LANE, MIAMI FL 33193

The Board of Directors may, from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America and foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE VII

This corporation shall have not less than one director initially. 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. This corporation shall begin with THREE directors.

ARTICLE VIII

The Registered Agent of this corporation is JOSE HORTENSI and the registered office is at 14756 S.W. 74 LANE MIAMI, FLORIDA 33193.

ARTICLE IX

The names and street addresses of each subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. OF SHARES</u>
Jose HORTENSI	14756 S.W. 74 Lane, Miami FL 33193	9,000
Maria I. HORTENSI	14756 S.W. 74 Lane, Miami FL 33193	1,000

## ARTICLE X

The names and street addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Jose Hortensi	14756 S.W. 74 Lane, Miami FL 33	President
Maria I. Hortensi	14756 S.W. 74 Lane, Miami FL 33193	Secretary
Jose Luis Hortensi	9939 S.W. 146 Place, Miami FL 33186	Treasurer

## ARTICLE XI

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 Stockholder's meeting by a majority of the stock entitled to vote thereon.

## ARTICLE XII

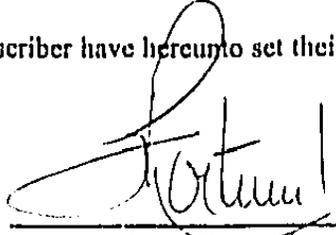
The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation; and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock; and such agreements shall be valid and this corporation may join as a party thereto.

## ARTICLE XIII

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deems meet and expedient and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them

to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of a mortgage, trust or pledge to secure the indebtedness of the corporation.

IN WITNESS WHEREOF the undersigned subscriber have hereunto set their hands and seals.

  
\_\_\_\_\_  
Jose Hortensi

STATE OF FLORIDA )

COUNTY OF DADE )

I HEREBY CERTIFY, That on this day before me personally appeared, to me well known JOSE HORTENSI, to be the person who executed the foregoing Articles of Incorporation; and he severally acknowledged before me that he executed the same for the purpose therein expressed.



WITNESS my signature and official seal in the County and State above named, this 4 day of JAN., 1994-1995.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission expires: Notary Public, State of Florida  
My Commission Expires May 14, 1995  
Bonded thru Troy Fair - Insurance Inc.

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: FACTORING INC.

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

JOSE HORTENSI  
(Name)

14756 S.W. 74 LANE  
(P.O. Box not acceptable)

MIAMI FL 33193  
(City/State/Zip)

FILED  
JAN 11 1995  
TALLAHASSEE

*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.*

  
\_\_\_\_\_  
(Signature)

January 4, 1995  
(Date)