

P95000002427

GASPAR B. ALDRICH  
Attorney-at-Law

2451 Brickell Ave. #2-E  
Miami, Florida 33129  
Tel.: (305) 857-0881

Miami, December 16, 1994

Secretary of State  
Corporations Division  
Tallahassee, Florida

RE: Incorporation of Takitita Corporation

Dear Sir:

5000001372805  
01/06/95--01054--015  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find original of the Articles of Incorporation of the above-captioned corporation and one copy of said articles.

Also enclosed is our check in the amount of \$122,50 for Filing Fees.

Please certify the enclose copy of the charter and return it to this office with the resident agent's form. Also, please advise us as to when the charter has been filed with your office.

Thank you for your usual prompt and corteous attention.

Sincerely,

By: Gaspar B. Aldrich  
Gaspar B. Aldrich.

9/28/95  
P95-2427

FILED  
1995 JAN -6 PM 2:41

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this Corporation shall be:

TAKITITA CORPORATION

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

FILED  
JUN - 5 PM 2:41  
1955

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

## ARTICLE EIGHT

### CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The Stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 4,000 shares.

C. Par Value: Each share of Common Stock shall have the par value of: \$100.00 each.

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least entitle the recordholder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.

G. Cumulative Voting: No holder of Common Stock shall be entitle to any right of cummulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidations or dissolution of this Corporation, to receive their pro-rate share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

## ARTICLE NINE

### DESIGNATION OF REGISTERED OFFICE AND OF REGISTERED AGENT

The Registered Office for this Corporation shall be:

3664 S.W. 15th Street, Second Floor  
Miami, Florida, 33145

and the Registered Age - for this Corporation  
shall be: <sup>ANDRES</sup>~~ARMANDO~~ ZARAGOZA

at the above address.


SUBSCRIBER, INITIAL DIRECTOR AND  
INITIAL PRINCIPAL OFFICER

The undersigned individual, competent to contract, executes this Certificate of Incorporation as its sole subscriber and director. The undersigned individual shall hold office as a director until his successors have qualified following their election or appointment. The street address of such individual shall be initial street address in Florida of the Principal Office of the Corporation. The Corporation may change its Principal Office at any time.

SUBSCRIBER(s), DIRECTOR(s): REYNALDO KUBE  
STREET ADDRESS/PRINCIPAL OFFICE: 3664 S.W.15th Street  
Second Floor

IN WITNESS WHEREOF, the undersigned <sup>Miami, Florida, 33145</sup>Subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: December 16, 1994

  
\_\_\_\_\_  
Reynaldo kube

STATE OF FLORIDA:  
: S.S.:  
COUNTY OF DADE:


BEFORE ME, the undersigned authority, personally appeared:

REYNALDO KUBE

to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed, taking an oath and producing a Passport as Identification.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Official Seal at Miami, Dade County, Florida.

Date: December 16, 1994

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:  
Sept. 4, 1995

Gaspar B. Aldrich, CC-139080

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Florida Statutes, the following is submitted in compliance with said Statutes:

THAT TAKITITA CORPORATION

desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami County of Dade, State of Florida, has named ANDRES ZARAGOZA, whose registered address is 3664 S.W. 15th Street, Second Floor, City of Miami, County of Dade, State of Florida, <sup>33,145</sup> as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

By:

Andres Zaragoza  
Resident Agent

FILED  
JAN 10 1964  
MAY 21 1964