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ARTICLES OF INCORPORATION  
OF  
ONYX INVESTMENTS CORPORATION, INC.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

## I

The name of the corporation shall be

ONYX INVESTMENTS CORPORATION, INC.

## II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned

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Miami, Fl 33144

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by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Specifically but not limited to the development of real estate.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

## III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of \$1.00 par value.

## IV

The amount of capital with which this corporation shall begin business shall be \$1,000.00.

## V

The existence of this corporation shall be perpetual.

## VI

The principal office of this corporation shall be located at  
8319 Grand Canal Drive, Miami, Florida 33144  
County of Dade, State of Florida.

## VII

The Board of Directors of this corporation shall consist of not less than 1 and not more than 3 members.

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## VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME:

ADDRESS:

GILBERTO S. FAGUNDO

8319 GRAND CANAL DRIVE  
MIAMI, FL 33144

President

## IX

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

NAME:

ADDRESS:

GILBERTO S. FAGUNDO

8319 GRAND CANAL DRIVE  
MIAMI, FL 33144

## XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

GILBERTO S. FAGUNDO

8319 GRAND CANAL DRIVE  
MIAMI, FL 33144

President

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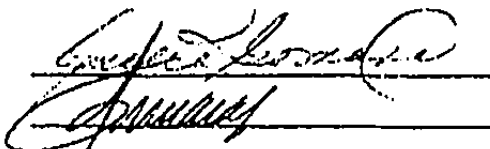
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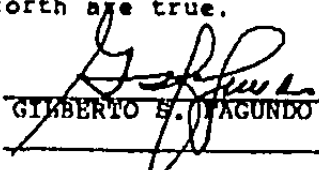
## XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, ~~VICE PRESIDENT, SECRETARY, TREASURER, and~~ and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in a manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to that reservation.

IN WITNESS WHEREOF, I/We, the undersigned subscribing incorporator(s) hereunto set my/our respective hand(s) and seal(s) this 2nd day of JANUARY, 19 94, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation and do hereby certify that the facts and matters hereinabove set forth are true.

  
STATE OF FLORIDA)  
COUNTY OF DADE )

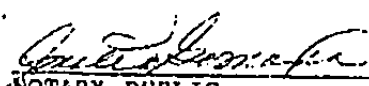
  
GILBERTO S. FAGUNDO

I hereby certify that on this day personally appeared

GILBERTO S. FAGUNDO

to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this 2nd day of JANUARY, 19 94.

  
NOTARY PUBLIC

My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. FEB. 5, 1998  
BONDED THRU GENERAL INC. UND.

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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 in compliance with said act:

FIRST, that ONYX INVESTMENTS CORPORATION, INC. 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:

GILBERTO S. FAGUNDO

whose street address is: 8312 GRAND CANAL DRIVE

in the City of MIAMI, County of DADE, in the State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been 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 provisions of said Act relative to keeping open said office.

  
GILBERTO S. FAGUNDO  
RESIDENT AGENT

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