

P95000005193

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 10 PM 1:35

AURORA GOMEZ  
(Requestor's Name)  
25 PALERMO AVE.  
(Address)  
CORAL GBLES, FL 33134  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

500001883735  
-01/19/95--01009--003  
\*\*\*\*122.50 \*\*\*\*122.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. FREEPORT INTERNATIONAL CORORATION OF MIAMI  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

500

ARTICLES OF INCORPORATION

OF

FREEPORT INTERNATIONAL Corporation of Miami

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 18 PM 1:35

ARTICLE I - NAME

The name of this corporation is FREEPORT INTERNATIONAL Corporation of Miami:

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of No par value common stock

ARTICLE V - RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional

share) at the price at which is offered to others.

ARTICLE VII - INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office and main place of business of this corporation is 8758 S.W. 8th st. Miami, Fl. 33174. The name of the initial registered agent of this corporation at the address is: BERNARDO BALLINA.

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.

Date: Jan 2 - 1995

B. Ballina  
BERNARDO BALLINA

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time as provided for by the ByLaws, but shall never be less than One. The names and addresses of the initial directors of this corporation are:

President and \_\_\_\_\_

Secretary and \_\_\_\_\_ Omar Martinez

Treasurer \_\_\_\_\_  
5881 SW 53 Terrace,  
Miami, FL 33155

ARTICLES IX - INCORPORATIONS

The names and addresses of the persons signing these Articles are:

OMAR MARTINEZ \_\_\_\_\_  
5881 S.W. 53 TERR  
Miami, Florida. 33155

ARTICLES X - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Omar Martinez .....100\_\_SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - CUMULATIVE VOTINGS

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of corporation this 2th day of JANUARY, 1996.

OMAR MARTINEZ

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 18 PM 1:35

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared OMAR MARTINEZ to me known to be the person described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 2ST. day of JANUARY, 1995.

Quana A. Jones

NOTARY PUBLIC, State of Florida  
at Large.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. DEC 16, 1995  
BONDED THRU GENERAL INS. UND.