

P95000006756

JAN-24-1995 17:10 FROM EMPIRE

TO DIV CORP ECT F1 P.33

8

4:59 PM

PUBLIC ACCESS SYSTEM

((H95000000977))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33136-02-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3094

FAX: (305) 541-3770

((H95000000977))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: JCL ENTERPRISES, INC.

FAX AUDIT NUMBER: H95000000977

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/24/1995

TIME REQUESTED: 10:50:51

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 8

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000977))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:07:0

81:8

U-111111

11400000544

795000087

Corporate Address: 14850 S.W. 144th Terrace  
Miami, Florida 33196

ARTICLE VI - RESIDENT AGENT

Pursuant to the provisions of section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

ALEJANDRO NUNBE, ESQ.  
6361 Sunset Drive  
South Miami, Florida 33143

ARTICLE VII - DIRECTORS

This Corporation shall have Three (3) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VII - INITIAL DIRECTORS

The names and street address of the members of the first Board of Directors who shall hold office until their successors are elected and qualified, are as follows:

PRES:	CONCEPCION LOPEZ	14850 S.W. 144th Terrace Miami, Florida 33196
SEC:	JOAQUIN LOPEZ	14850 S.W. 144th Terrace Miami, Florida 33196
TREAS:	LUISA ALONSO	14850 S.W. 144th Terrace Miami, Florida 33196

ARTICLE IX - INCORPORATORS

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

PRES:	CONCEPCION LOPEZ	14850 S.W. 144th Terrace Miami, Florida 33196
SEC:	JOAQUIN LOPEZ	14850 S.W. 144th Terrace Miami, Florida 33196

H950000097 Z

H950000097 Z

THAS: LUISA ALONSO

14050 N.W. 144th Terrace  
Miami, Florida 33196

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 by the stockholder's 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 to these Articles of Incorporation be made.

ARTICLE XI - REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

A. If the By-Laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.

B. No contract or other transaction between the Corporation and one or more of its shareholders, or any other corporation, firm, association or entity in which one or more of its shareholders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because of such shareholder or

H950000097 7

H950000097 7.

shareholders are present at the meeting which authorizes, approves or ratifies such contract or transaction or because his or their wishes are counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or  
The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or  
The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract or transaction.

C. The Stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

D. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth the circumstances under which such certificate was lost, stolen or destroyed and provided said shareholders agrees in writing to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature

and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

ARTICLE XII - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without insurance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 23<sup>rd</sup> day of January, 1995.

M. E. Ealdivar  
Witness: Mayte Ealdivar

Concepcion Lopez  
CONCEPCION LOPEZ, President

Mayte Ealdivar  
Witness: Mayte Ealdivar

M. E. Ealdivar  
Witness: Mayte Ealdivar  
Mayte Ealdivar  
Witness: Mayte Ealdivar

Joaquin Lopez  
JOAQUIN LOPEZ, Secretary


M. E. Ealdivar  
Witness: Mayte Ealdivar  
Mayte Ealdivar  
Witness: Mayte Ealdivar

Luisa Alonso  
LUISA ALONSO, Treasurer

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me, this 23<sup>rd</sup> day

of January, 1995, by CONCEPCION LOPEZ, JOAQUIN LOPEZ AND LUISA  
ALONSO. They are ✓ personally known to me or        have produced  
the following type of identification                                  and ✓ did  
       did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of \_\_\_\_\_  
Print Name \_\_\_\_\_  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

H9 500 000097 7

H9 500 000097 7

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That JCL INVESTMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, located at 6361 Sunset Drive, South Miami, Florida, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida has named ALEJANDRO NUNES, ESQ., located at 6361 Sunset Drive, South Miami, County of Dade, 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 state corporation, at the 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.

  
\_\_\_\_\_  
ALEJANDRO NUNES  
Registered Agent

wp/corp/art-inc

495000000977

4950000000977