

1350000 17/76

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ESTACO & ESTACO CORPORATION
FAX AUDIT NUMBER: H95000002420
DATE REQUESTED: 03/01/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 17:24:53
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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.

((H95000002420))

** ENTER 'M' FOR MENU. **
ENTER DELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:12

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 MAR -2 AM 10:55

3/2
Nc 12c
H6428



FLORIDA DEPARTMENT OF STATE

Sandra B. Morlham
Secretary of State

March 2, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ESTACO & ESTACO CORPORATION
REF: W95000004642

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

NO DOCUMENT WAS RECEIVED WITH COVER SHEET.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Awd. #: H95000002420
Letter Number: 995A00009355

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

ESTACO & ESTACO CORPORATION

The name of this corporation is:

ESTACO & ESTACO CORPORATION

The address of Place of Business is:

3621 COLLINS AVENUE, # 614, MIAMI BEACH, FLORIDA 33140

FILED
95MAR-2 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE
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.

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.

ARTICLE TWO
DURATION

This corporation shall have a duration of until January 1, 2020 unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is upon the filing of these Articles of Incorporation and upon acceptance by the Secretary of State.

ARTICLE THREE
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: 100 shares.

H 95000002 420

H 95000002 420

C. Pur Value. Each share of Common Stock shall have no par value.

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 judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-accessibility. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-accessible.

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

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

I. No additional members may be admitted unless approved by the unanimous vote of all members.

ARTICLE FOUR INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this corporation is 3621 COLLINS AVENUE, UNIT 614, MIAMI BEACH, FLORIDA 33140, and the name of the Initial Registered Agent of this corporation at that address is Wilfredo Estaco.

ARTICLE FIVE

The sole incorporator for ESTACO & ESTACO CORPORATION, is WILFREDO ESTACO, whose address is 3621 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33140. The permanent address of business is 3621 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33140.

ARTICLE SIX INITIAL BOARD OF DIRECTORS

This corporation shall have initially TWO directors. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one Director. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

H 95000002 420

H 95000002 420

Director. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

H 95000002 420

PRESIDENT	:	WILFREDO ESTACO
VIC PRESIDENT	:	ELENA ESTACO
TREASURER	:	WILFREDO ESTACO
SECRETARY	:	ELENA ESTACO

ARTICLE SEVEN
BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

ARTICLE EIGHT
PREEMPTIVE RIGHTS

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

ARTICLE NINE
SHAREHOLDER QUORUM AND VOTING

Fifty-One per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE TEN
APPROVAL OF SHAREHOLDERS REQUIRED
FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE ELEVEN
DIRECTOR QUORUM AND VOTING

H 95000002 420

If a quorum is present, the affirmative vote of a majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE TWELVE
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE THIRTEEN
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of February, 1995.

Wilfredo Estaco
Subscriber
3621 Collins Ave #644
Miami Beach, FL 33140

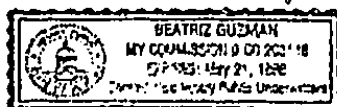
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a Notary Public Authorized to take acknowledgements in the State and County set forth above, personally appeared WILFREDO ESTACO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid, this 28 day of February, 1995.

Beatriz Guzman
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:



H 95000002 420

H 95000002 420

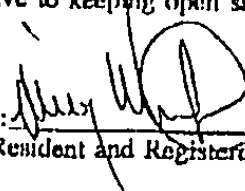
My commission expires:

CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE
OF RESIDENT AND REGISTERED AGENT

In pursuance of Chapter 607.034, Florida General Corporation Act, the following
information is submitted:

First -- That ESTACO & ESTACO CORPORATION, desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation
at City of Miami, County of Dade, State of Florida has named WILFREDO ESTACO as its
Resident and Registered Agent, and 3621 Collins Avenue, Unit 614, Miami Beach, Florida
33140, as its Resident and Registered Office.

Second -- That said Resident and Registered Agent, having been named to accept service
of process for the above state Corporation, at the place designated as the Resident and Registered
Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the
provision of said Act relative to keeping open said office.

BY: 
Resident and Registered Agent

FILED
95 MAR -2 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 95000002 420

H 95000002 420