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3/06/95

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

FROM: VALDES-PAULI, BISCHOFF, KRISS & MAND  
2 S BISCAYNE BLVD  
ONE BISCAYNE TOWER SUITE 3400  
MIAMI FL 33131-

CONTACT: ROSA MARIA ANCHETA

PHONE: (305) 376-6037

FAX: (305) 376-6010

((H95000002552))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: QUIPLA, INC.

FAX AUDIT NUMBER: H95000002552

DATE REQUESTED: 03/06/1995

CERTIFIED COPIES: 1

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MAR-07-05 TUE 10:48

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FLORIDA DEPARTMENT OF STATE  
Sandra H. Matham  
Secretary of State

March 7, 1995

VALDES-FAULI, BISCHOFF KRISS MAND  
MIAMI, FL

SUBJECT: QUIPLA, INC.  
REF: W95000004926

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

THE FAN AUDIT NUMBER ON YOUR COVER SHEET AND THE FAN AUDIT NUMBER IN YOUR DOCUMENT IS NOT CONSISTANT.

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Loria Poole  
Corporate Specialist

FAN Aud. #: H95000002552  
Letter Number: 795A00010029

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

FAX AUDIT NO.: H95000002552

ARTICLES OF INCORPORATION  
OF  
QUIPLA, INC.

FILED  
55 MAR -7 PM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is QUIPLA, INC.

The corporation's initial principal place of business shall be 312 N.W. 14th Street, Miami, Florida 33126.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

Article III

Nature of Business

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

THIS DOCUMENT PREPARED BY:  
Mark J. Scheer, Esq.  
Gunster, Yoakley, Valdes-Pauli &  
Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Tower  
Miami, Florida 33131  
Tel: (305) 276-6040

Florida Bar No.: 0710430

FAX AUDIT NO.: H95000002552

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Article IV

Mailing Address

The initial mailing address of the corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock each having \$1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is VALDES-PAULI CORPORATE SERVICES, INC.

Article VII

Directors

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

FAX AUDIT NO.: H95000002552

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Hernan Quiroja	312 N.W. 14th Street Miami, Florida 33126
Maria Consuelo Plazas	312 N.W. 14th Street Miami, Florida 33126

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

#### Article VIII

##### Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

(1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the director, officer, employee

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or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

#### Article IX

##### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### Article X

##### Incorporator

The name and street address of the incorporator of this corporation are:

Mark J. Scheer, Esq.  
c/o Suite 3400 - One Biscayne Tower  
Two South Biscayne Boulevard  
Miami, Florida 33131-1897

#### Article XI

##### Amendment

This corporation reserves the right to amend or repeal any

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FAX AUDIT NO.: H95000002552

provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on March 6, 1995.

  
Mark J. Scheer, Esq.

STATE OF FLORIDA

COUNTY OF DADE

} ss.:  
}

The foregoing instrument was acknowledged before me on March 6, 1995 by Mark J. Scheer, Esq., known personally by me.

\_\_\_\_\_  
Notary Public,  
State of Florida at Large  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

My Commission Expires:

-5- FAX AUDIT NO.: H95000002552

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FAX AUDIT NO.: H95000002552

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

WFO, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Valdes-Fauli Corporate Services, Inc., located at Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, as its agent to accept service of process within Florida.

  
Mark J. Scheer, Esq.  
Incorporator

Dated: March 6, 1995

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC.

By:

  
Name: Mark J. Scheer  
Title: Vice President

Dated: March 6, 1995

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-6- FAX AUDIT NO.: H95000002552

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MAR-20-95 MON 11:47

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3/20/95

FLORIDA DIVISION OF CORPORATIONS  
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11:28 AM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: VALDES-FAULI, WISCHOFF, KRISS & MAND

DEPARTMENT OF STATE

2 S BISCAYNE BLVD

STATE OF FLORIDA

ONE BISCAYNE TOWER SUITE 3400

409 EAST GAINES STREET

MIAMI FL 33131-

TALLAHASSEE, FL 32399

CONTACT: ROSA MARIA ANCHETA

FAX: (904) 922-4000

PHONE: (305) 376-6037

FAX: (305) 376-6010

((H95000003154)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: QUIPLA, INC.

FAX AUDIT NUMBER: H95000003154

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/20/1995

TIME REQUESTED: 11:28:13

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CERTIFICATE OF STATUS: 0

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 MAR 20 PM 1:23  
FAX AUDIT NO.: H95000003154

ARTICLES OF CORRECTION  
TO  
ARTICLES OF INCORPORATION  
OF  
QUIPLA, INC.

The undersigned sole Incorporator of QUIPLA, INC., a Florida corporation hereby certifies:

1. The Articles of Incorporation of Quipla, Inc. as filed with the Florida Secretary of State on March 7, 1995 effective March 6, 1995 bearing Document No. P95000018385 are defective.
2. The Corporation's principal place of business is 3312 N.W. 14th Street, Miami, Florida 33126 and not 312 N.W. 14th Street, Miami, Florida 33126.
3. Article I of the Articles of Incorporation of this corporation is amended to read in its entirety as follows:

ARTICLE I - NAME

The name of this corporation is QUIPLA, INC.

The corporation's initial principal place of business shall be 3312 N.W. 14th Street, Miami, Florida 33126.

THIS DOCUMENT PREPARED BY:  
Mark J. Scheer, Esq.  
Gunster, Yoakley, Valdes-Pauli &  
Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Tower  
Miami, Florida 33131  
Tel: (305) 376-6040

Florida Bar No.: 0710430

FAX AUDIT NO.: H95000003154

MAR-20-05 MON 11:48

P.03

FAX AUDIT NO.: H95000003154

IN WITNESS WHEREOF, the undersigned sole Incorporator of this Corporation has executed these Articles of Correction as of the 20th day of March, 1995.

By: 

Mark J. Scheer, Esq.

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FAX AUDIT NO.: H95000003154