

03/20/95

148

FAS-T CORPORATE AGENTS

03/20/95

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3/20/95

FLORIDA DIVISION OF CORPORATIONS

2:25 PM

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((H95000003169)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

-0000

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H95000003169)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GUINEB, INC.

FAX AUDIT NUMBER: H95000003169

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/20/1995

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*[Handwritten signature]*  
*3/20*

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## ARTICLES OF INCORPORATION

OF

GUINES, INC.

WE, THE UNDERSIGNED, incorporators of this corporation, pursuant to chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

## ARTICLE I

CORPORATE NAME: The name of this Corporation is:

GUINES, INC.

## ARTICLE II

NATURE OF CORPORATE BUSINESS: The purpose of this Corporation shall be to carry on any business or enterprise which may be exercised by a corporation, organized pursuant to the Florida General Corporation Act.

The corporation has been organized for the purposes of transacting any or all lawful business, and may do any and all things herein mentioned as fully as to the same extent as a natural person might or could do.

(a) To engage in all aspects of business allowed by law concerning real and personal property;

(b) To purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of and to invest, trade, deal in, and deal with goods, wares, merchandise, or other personal property of every class and description whatsoever;

(c) To buy, sell, repair, alter and exchange, let, or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said businesses;

Prepared By:  
Francisco Hernandez  
10050 NW 135 ST  
Hialeah Gardens, FL  
33016  
(305) 885 5376

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(d) To operate and maintain stores, warehouses, buildings, or any other real property for the carrying out of any of the foregoing businesses;

(e) To lease, hire or otherwise acquire, to own, to hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein;

(f) To guarantee, to acquire by purchase, subscription or otherwise hold for investment, to otherwise sell, assign, transfer, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes, to aid by loan subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporation organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes;

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, promote and to aid in any way in the formation of any corporation, domestic or foreign;

(h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments, or other bodies;

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage, or otherwise dispose of, letters patent of any foreign country, patents, patent rights, licenses, and privileges, inventions.

improvements, and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with the business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise;

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(j) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations, and evidences of indebtedness payable at a specific time or payable upon the happening of a specific event, whether secured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects;

(k) To acquire by purchase, subscription, or otherwise, and to hold for investment, and to own, sell, hold, vote and handle shares of stock in other corporations;

(l) To have one or more officers conduct its business and promote its objects within and without the State of Florida, in other states, in the District of Columbia, and in the territories, possessions and dependencies of the United States, and in foreign countries without restriction as to place or amount;

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee, or otherwise, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles.

#### ARTICLE III

This corporation shall have perpetual existence, unless earlier dissolved pursuant to law.

## ARTICLE IV

PROVISIONS: This corporation is organized in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954..

## ARTICLE V

This corporation is authorized to issue one hundred shares (100) of one dollar(\$1.00) Par Value Common Stock, which shall be designated "Common Shares". The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this corporation. All of such stock, when issued, shall be fully paid for, and exempt from assessment.

Each shareholder of any class of stock in this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any unissued or treasury shares.

## ARTICLE VI

PREEMPTIVE RIGHTS: Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

## ARTICLE VII

The amount of capital with which this corporation will begin business shall not be less than one hundred(100.00)dollars.

## ARTICLE VIII

The name and street address of the member (s) of the first Board of Directors are:

NAME	ADDRESS
Francisco Hernandez Jr.	10050 NW 135th St.
President-Treasurer	Hialeah Gardens, Fl. 33016
Dimas Hernandez	9990 NW 135th St.
Vice-President/Secretary	Hialeah Gardens, Fl. 33016

## ARTICLE XI

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The initial Board of Directors shall consist of two (2) member (s). The number of directors may be increased or decreased from time to time by a vote of stockholders, but in no case shall the number of Directors be less than two (2) nor more than two (2).

## ARTICLE XII

The street address of the initial registered office of this corporation, and the initial principal office of this corporation is;  
220 Seventy First St, Suite 210  
Miami Beach; Fl. 33141.  
and the name of the initial registered agent of this corporation is:

ELSIE BARRETT

## ARTICLE XII

The name and street address of the original incorporator (s) to these Articles of Incorporation is as follows:

Francisco Hernandez Jr. 10050 NW 135th St. Hialeah Gardens, Fl. 33016

Dimas Hernandez 9990 NW 135th St. Hialeah Gardens, Fl. 33016

## ARTICLE XIII

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

## ARTICLE XIII

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors, and the Shareholders. The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

STATE OF FLORIDA  
COUNTY OF DADE

PERSONALLY APPEARED BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements,  
Francisco Hernandez Jr. & Dimas Hernandez

TO ME KNOWN TO BE THE INCORPORATORS described in the foregoing Articles of Incorporation, and they acknowledged the same and after being first duly sworn, upon their oath, depose and say that it is intended in good faith to carry out the purposes and objects set forth therein.



WITNESSED AND SUBSCRIBED BEFORE ME  
ON March DAY OF 1995  
Elsie Barrett, Notary Public, State of Florida  
OFFICIAL NOTARY PUBLIC, State of Florida  
Elsie Barrett, Notary  
MY COMM. EXP. 6/4/95

Francisco Hernandez Jr.  
Francisco Hernandez Jr.

Dimas Hernandez  
Dimas Hernandez

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

IN COMPLIANCE WITH SECTION 607.034 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

**QUINES, INC.**

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LOCATED AT CITY OF COUNTY OF DADE, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE MENTIONED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED THIS 20TH DAY OF March 1995

  
ELSIE BARBETTE

FILED  
MAR 20 PM 3:18  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
STATE OF FLORIDA

H95000003169

P95000022395  
MEMO-letter

CARLOS W. MENDEZ

Law Offices • Abogado

1800 West 48th Street, Suite 203 • Hialeah, Florida 33012 • (305) 885-5376 • Fax (305) 558-5338

To Bureau of Corporate Records

P.O. Box 6327

Tallahassee, Fl. 32314

Date July 14, 1995

Subject Guinness, Inc.

RECEIVED  
-07/18/95-0106-008  
\*\*\*\*\*35.00\*\*\*\*\*35.00

— Dear Sir:

Enclosed please find a Certificate of Amendment of Articles of Incorporation on the above referred corporation that we need to have filed with your office.

Enclosed also find our check for \$35.00 to cover the fees for said filing. Please return one copy to our office once it has been filed.

Thank you for your cooperation on this matter.

Sincerely,

CARLOS W. MENDEZ, LAW OFFICES

By:

CARLOS W. MENDEZ, ESQ.

Amend  
7/25  
75

Enclosed a stamped - self-addressed  
envelope for your convenience

CMM:if  
Enc.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
GUINES, INC.

FILED  
95 JUL 17 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WE, the undersigned, President and Secretary, respectively of GUINES, INC., a corporation organized under the laws of the State of Florida and located in the city of Hialeah Gardens, Florida, hereby certify:

1. The name of the corporation is GUINES, INC.
2. The Article of Incorporation is amended by the following resolution adopted by the shareholders on June 16, 1995.

Resolved, that the Articles of Incorporation shall be amended so that Articles VIII is eliminated, and the following substituted for Articles:

ARTICLE VIII

The name and post office address of the Directors of the Corporation are:

FRANCISCO HERNANDEZ Jr.	President & Director	10050 N.W. 135th St. Hialeah Gardens, Fl. 33016
LUISA HERNANDEZ	Vice-President & Director	9990 N.W. 135th St. Hialeah Gardens, Fl. 33016
DIMAS HERNANDEZ	Secretary/ Treasurer & Director	9990 N.W. 135th St. Hialeah Gardens, Fl. 33016

NEW ARTICLE XIV

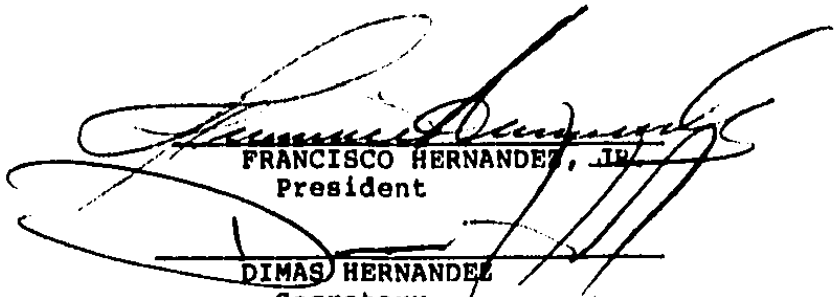

The name and post office address of the stockholders of the Corporation are:

LUISA HERNANDEZ 9990 N.W. 135th St. 100 Shares \$ 100.00  
Hialeah Gardens, Fl.  
33016

3. The above resolution was adopted by the Board of Directors and by the shareholders unanimously.

Signed and dated at Hialeah, Florida, this 16 day of June, 1995.

(CORPORATE SEAL)

  
FRANCISCO HERNANDEZ, JR.  
President  
  
DIMAS HERNANDEZ  
Secretary

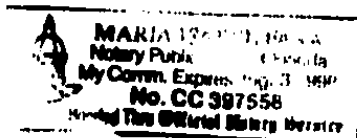
STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16 day of June, 1995, by FRANCISCO HERNANDEZ JR. and DIMAS HERNANDEZ who is personally known to me or who have produced, as identification and who did take an oath.

(NOTARY SEAL)

  
NOTARY PUBLIC, State of Florida  
at Large.

My Commission Expires:



PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

APPLICATION  
FOR  
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

AND  
FILED

96 SEP 23 PM 12:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT # P95000022395

1. Corporation Name

GUINES, INC.

Principal Place of Business

220  
400 SEVENTY FIRST ST.  
SUITE 210  
MIAMI BEACH FL 33141

Mailing Address

220  
400 SEVENTY FIRST ST.  
SUITE 210  
MIAMI BEACH FL 33141



REINSTATEMENT 96

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable

7680 SW 63rd St.

Suite, Apt. #, etc.

City & State

Miami

Florida

Zip

33166

Country

U.S.A.

3. New Mailing Office Address, if Applicable

P.O. Box 415364

Suite, Apt. #, etc.

City & State

Miami Beach, FL

Zip

33141

Country

U.S.A.

4. Date Incorporated or Qualified  
To Do Business in Florida

03/20/1985

5. FEI Number

65-0560524

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☐

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
PD	HERNANDEZ, FRANCISCO JR	10050 N.W. 136TH ST.	HALEAH GARDENS FL 33016
STD	HERNANDEZ, DIMAS	8800 N.W. 136TH ST.	HALEAH GARDENS FL 33016
VPD	HERNANDEZ, DIMAS	8800 N.W. 136TH ST.	HALEAH GARDENS FL 33016
			300001967023 -10/08/96--01031--004 ****375.00 ****375.00

8. Name and Address of Current Registered Agent

BARBETTE, ELSE  
220 SEVENTY FIRST ST.  
SUITE 210  
MIAMI BEACH FL 33141

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Numbers Not Acceptable)

220 SEVENTY FIRST ST

Suite, Apt. #, Etc.

222

City

Miami Beach

State

FL

Zip Code

33141

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of  
Registered Agent

*[Signature]*

REGISTERED AGENT MUST SIGN

Date 9-18-96

11. Does this corporation pay any intangible tax to the  
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information  
on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Dimas Hernandez

Date

9/18/96 305-470-9599

Daytime Phone #