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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
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MIAMI FL 33135-0-0000  
CONTACT: RAY STORMONT  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CUBAN AMERICAN MIAMI, INC.  
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**ARTICLES OF INCORPORATION**



**CUBAN AMERICAN MIAMI, INC.**

I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the Corporation shall be CUBAN AMERICAN MIAMI, INC.

**ARTICLE II**

This corporation is to have perpetual existence, unless dissolved sooner according to the laws of the State of Florida.

**ARTICLE III**

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this Corporation shall be as follows:

A. To transact in the business of advertising, promoting, and developing the business of other corporations, partnerships, or individuals for hire or upon commission, or otherwise, by and through the means of preparing advertising for other corporations, partnerships, or individuals, and of advertising the business,

**RAOUL GARCIA-VIDAL, P.A.**  
**COLUMBUS CENTER**  
**SUITE 1450**  
**ONE ALHAMBRA PLAZA**  
**CORAL GABLES, FLORIDA 33134**  
**TELEPHONE: (305) 444-8382**  
**FLORIDA BAR NO.: 209589**

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commodities or other property, real personal, or mixed, of other corporations, partnerships, or individuals in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, or other similar literature and advertising media.

B. To carry on the business of share dealers or financial agents in all transactions relating to the sale, transfer, or exchange of every description of stocks, shares debentures, bonds, mortgages, deeds of trust, freehold, or leasehold property, life interests, reversions, or other securities or investments for money, and in all transactions and negotiations on commission or otherwise relating to such business; to advance or negotiate the advance of money at interest on securities or otherwise.

C. The foregoing shall be construed as enumerating both objects and powers of the Corporation, but it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, and the Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

#### ARTICLE XV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500) having a par value of ONE AND NO/00 (\$1.00) DOLLAR per share, all of which shall be common stock. Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of

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such stock may be paid for in cash, in property, in labor, or in services, whether the services rendered prior to or after the issuance of the stock, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the Stockholders of this Corporation in the event that the Corporation may be merged by the Stockholders.

**ARTICLE V**

The amount of the capital with which the Corporation shall begin business is not less than FIVE HUNDRED AND NO/00 (\$500.00) DOLLARS.

**ARTICLE VI**

The initial business office of this Corporation shall be located at 1525 S.W. 13th Avenue, Miami, Florida 33145, but the Corporation shall have the power to establish such other places of business at such other locations within or without the State of Florida as may be determined or deemed expedient.

The initial Registered Agent of the Corporation shall be RAOUL GARCIA-VIDAL, ESQ., who is located at the street address of COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134.

**ARTICLE VII**

There shall be a Board of Directors of this Corporation which shall consist of not less than one (1) and not more than five ((5) Directors. The number of Directors may be increased or decreased from time to time by the Board of Directors, or by the Corporate By-Laws, and each of the Directors shall be of full age.

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A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of the majority of the Directors shall be the act of the Corporation. Subject to the By-Laws, if any, adopted by the stockholders, the Directors may make the By-Laws. Meetings of the Directors may be held within or without the state of Florida, and Directors need not be stockholders. The Board of Directors may, by Resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such Resolution or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors.

**ARTICLE VIII**

The name and street address of the members of the First Board of Directors who, subject to these Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified are:

<b>NAME</b>	<b>ADDRESS</b>
JULIO J. DIAZ	1525 S.W. 13th Avenue Miami, Florida 33145
MAGGIE P. DIAZ	1525 S.W. 13th Avenue Miami, Florida 33145

**ARTICLE IX**

The name and street address of the incorporator and subscriber

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to these Articles of Incorporation of this Corporation is:

**NAME**

**ADDRESS**

SANDRA LISCANO

9765 S.W. 126th Terrace  
Miami, Florida 33176

**ARTICLE I**

This Corporation reserves the right to amend, alter, change or appeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter described by Statute.

The Stockholder or Stockholders shall have the power to make or amend the By-Laws of this Corporation and to fix any amount to be reserved for working capital. Private property of the Stockholder or Stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its members or members and upon dividends due them for any indebtedness of such member or members of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, have made and subscribed these Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, on the 22nd day of March, 1995 for the uses and purposes last aforesaid.

  
SANDRA LISCANO

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE    )

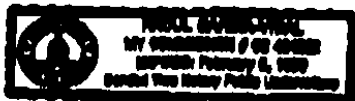
BEFORE ME, the undersigned authority to take acknowledgments

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and administer oaths, personally appeared SANDRA LEXCANO, to me well known and to me personally known to be the person described herein and who executed the foregoing Articles of Incorporation of CUBAN AMERICAN MIAMI, INC., and she freely and voluntarily acknowledged before me, according to the law, that she made and subscribed the same for the uses and purposes herein mentioned and set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 21st day of February, 1995.



Print:

PAUL GARCIA  
NOTARY PUBLIC, State of Florida  
at Large

My commission expires:

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

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

THAT CUBAN AMERICAN MIAMI, INC., desiring to organize under the laws of the State of Florida, with its principal place of business located at 1825 S.W. 13th Avenue, Miami, Florida 33145, has named RAOUL GARCIA-VIDAL, ESQ., located at the COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134, as its Registered Agent to accept process within the State of Florida.

**BY:**

**RAOUL GARCIA VIDAL, Registered Agent**

## ACKNOWLEDGMENTS

HAVING BEEN MADE TO ACCEPT Service of Process for the above named 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 in regard to keeping open said office.

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**RAOUL GARCIA-VIDAL**

FILED  
95 APR 16 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA