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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: PANPHILI CORPORATION  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 14, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PANPHILI, CORPORATION  
REF: W95000008020

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

The corporate name must be identical throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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

FAK Aud. #: H95000004223  
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

(5)

ARTICLES OF INCORPORATION

OF

PANPHILI CORPORATION

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

PANPHILI, CORPORATION

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue \$10,000 shares of common stock, with a par value of \$1.00 per share.

PREPARED BY:  
CARLOS M. TORRES, Esquire  
CARLOS M. TORRES, P.A.  
SUITE 600 COURTHOUSE PLAZA  
MIAMI, FLORIDA 33138  
PHONE: (305) 371-8808  
FLORIDA BAR NO. 587884

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RECEIVED  
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MAY 14 1995  
TALLAHASSEE, FLORIDA

## ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address, is 2555 Collins Avenue, Suite 1207, Miami Beach, Florida 33140.

## ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 28 West Flagler Street, Suite 600 Courthouse Plaza, Miami, Florida 33130. The name of the initial registered agent at such office is Carlos M. Tornero, Esquire.

## ARTICLE VII

Directors

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have three (3) directors. The names and addresses of the initial member(s) of the Board of Directors is/are as follows:

<u>Name</u>	<u>Address</u>
Paolo Doino	2555 Collins Avenue No. 1207 Miami Beach, Florida 33140
Tonino Doino	2555 Collins Avenue No. 1207 Miami Beach, Florida 33140

## ARTICLE VIII

Officers

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

Paolo Doino	President
Tonino Doino	Vice President
Tonino Doino	Secretary

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Paolo Doimo

Treasurer

ARTICLE IX

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X

Incorporator

The name and address of the incorporator of the corporation is Carlos M. Tornero, c/o Grishkoff & Associates, P.A., Suite 600 Courthouse Plaza, 28 West Flagler Street, Miami., Florida

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of April, 1995.



Carlos M. Tornero

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APR-14-1995 09:30 FROM EMPIRE

TO

19049224000 P.11

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

  
\_\_\_\_\_  
Carlos M. Tornero

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REC'D  
CALIFORNIA POWER  
60 APR 14 1995