

P95000031102

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- 0-0000-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3894  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: AMERICAN REAL ESTATE, CORP.  
FAX AUDIT NUMBER: H95000004431  
DATE REQUESTED: 04/20/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 8  
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 08:36:59  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

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((H95000004431))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:02:

*[Handwritten signature]*

*Norm Sane*

*1095-2540*

FILED  
95 APR 20 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR-23-1995 12:06 FROM EMPIRE

TO

19049224000

P.48



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 20, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: AMERICAN REAL ESTATE, CORP.  
REF: W95000008500

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.

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. #: H95000004431  
Letter Number: 495070018652

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

APR-20-1995 12:07 FROM EMPIRE

TO

19049224000

P.58

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95 APR 20 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AMERICAN REAL ESTATE, CORP.

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. - NAME

The name under which this corporation will conduct its business and be known and recognized is:

AMERICAN REAL ESTATE, CORP.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

REAL ESTATE INVESTMENTS AND

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this Corporation is authorized to have outstanding any one time are

Sixty (60) Shares No Par Value.

Carlos A. Santos II

Attorney at Law

6700 Coral Way, 2nd Floor

Miami, FL 33155

ph- 441-8848

Fla. Bar 249009

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Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment for the issuance of shares.

All the aforementioned stocks to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

#### ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect take place.

#### ARTICLE V - ADDRESS

The initial place of business address of this corporation in the State of Florida is:

1659 WEST 40 ST. HIALEAH, FLA

The registered office address for this corporation in the State of Florida will be:

1659 WEST 40 ST. HIALEAH, FLA

Its registered agent:

HECTOR FABIAN

11/1/95

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - SHAREHOLDERS

Shareholders meetings will take place once a year or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in not even shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have ONE Director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for

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all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are director individually, or any firm of which any directors or officers of, such other corporation; any director may be a member, may be party to, or may pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum

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at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAME

SHARES

ADDRESS

HECTOR FABIAN 1659 WEST 40 ST. HIALEAH, FLA 60 SHARES

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these articles of Incorporation is:

NAME

ADDRESS

HECTOR FABIAN, PRESIDENT & SECRETARY 1659 W. 40 ST. HIALEAH, FLA

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restate articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 30TH day of MARCH 1995.

Hukun (SEAL)  
(SEAL)

STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared

**HECTOR FABIAN**

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribe to these Articles of Incorporation.

IN WITNESS THEREOF I set my hand and official seal  
in the County and State named above this 30TH day of MARCH 1995.  
My commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAY 6, 1995  
BONDED THRU GENERAL INS. UND.

Maria E. Lopez  
Notary Public

~~CONFIDENTIAL~~



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

In pursuant to Chapter 48.091 Florida Statutes, the  
following is submitted, in compliance with said Act:

First That AMERICAN REAL ESTATE, CORP.

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 HIALEAH County of DADE State of Florida  
has named, HECTOR FABIAN located at 1659 W. 40 ST. HIALEAH County of , State  
FLORIDA, as  
its agent to accept services of process within the State.

ACKNOWLEDGMENT,

Having been named to accept service of  
process for the above stated corporation, at place designated  
in this certificate, I hereby accept to act in this capacity,  
and agree to comply with the provision of said Act relative  
to keeping open said office.

By:   
Resident Agent

FILED  
95 APR 20 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

APPLICATION  
FOR  
REINSTATEMENT



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

APPROVED  
AND  
FILED

96 OCT 10 PM 12:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000031102**

1 Corporation Name

**AMERICAN REAL ESTATE, CORP.**

Principal Place of Business

1659 WEST 40TH ST.  
HALEAH FL

Mailing Address

1659 WEST 40TH ST.  
HALEAH FL

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

2 New Principal Office Address, If Applicable

3 New Mailing Office Address, If Applicable

Suite, Apt. #, etc

Suite, Apt. #, etc

City & State

City & State

Zip

Country

Zip

Country

REINSTATEMENT *96 ad*

4. Date Incorporated or Qualified  
To Do Business in Florida

04/20/1995

5. FEI Number

65-0578752

Applied For

Not Applicable

6.

CERTIFICATE OF STATUS DESIRED ☐

\$8.75 Additional Fee required  
for a Certificate of Status

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
PSD	FABIAN, HECTOR	1659 WEST 40TH ST.	HALEAH FL

700001980197--9  
-10/18/96--01072--017  
\*\*\*\*375.00 \*\*\*\*375.00

8. Name and Address of Current Registered Agent

FABIAN, HECTOR  
1659 WEST 40TH ST.  
HALEAH FL

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State  
FL

Zip Code

10. I, being appointed 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 **10-07-96**

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]*

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

10-07-96

Date

Daytime Phone #

CR2E040 (7/96)