

04/25/95

T. CORPORATE AGENTS

APR 25 1995

P. 01

P95000032416

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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 33166-302-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4200 PHONE: (305) 599-0839
FAX: (305) 592-9591
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FELICO INC.
FAX AUDIT NUMBER: H95000004639
DATE REQUESTED: 04/25/1995
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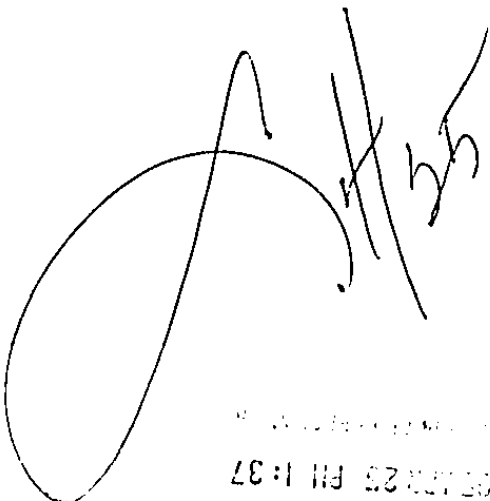
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FLORIDA DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FELICO INC.**

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the state of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

FELICO INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

Prepared by: Felipe A. Fernandez
2051 S.W. 126th Court
Miami, FL 33175
(305) 553-2960

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ARTICLE V. REGISTERED AGENT

The Registered Agent of this Corporation in the State of Florida shall be:

FELIPE A. FERNANDEZ

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. CORPORATE ADDRESS

The initial corporate address of the corporation in the State of Florida shall be:

2051 S.W. 126 Court
Miami, Florida 33175

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have two directors initially. This number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street address are:

**FELIPE A. FERNANDEZ
2051 S.W. 126 COURT
MIAMI, FLORIDA 33175**

**MARIA C. FERNANDEZ
2051 S.W. 126 COURT
MIAMI, FLORIDA 33175**

The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

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ARTICLES IX. INITIAL OFFICERS

The name of the initial officers of this Corporation and their street addresses are:

President
FELIPE A. FERNANDEZ
3051 S.W. 126 COURT
MIAMI, FLORIDA 33175

Secretary
MARIA C. FERNANDEZ
2051 S.W. 126 COURT
MIAMI, FLORIDA 33175

ARTICLE X. INCORPORATION

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

FELIPE A. FERNANDEZ
2051 S.W. 126 COURT
Miami, Florida 33175

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 25th day of April, 1995.



FELIPE A. FERNANDEZ

STATE OF FLORIDA

COUNTY OF DADE

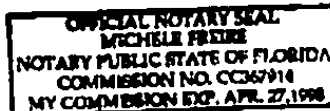
BEFORE ME, a Notary Public, personally appeared FELIPE A. FERNANDEZ, personally known to me and to me known to be the person described as the incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 25th day of April, 1995.



Notary Public State of Florida
MICHELE FREIRE

MY COMMISSION EXPIRES:



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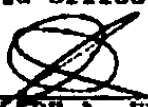
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Purnuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Statutes:

That FELICO INC, desiring to organize under the laws of the State of Florida, with its initial corporate office at 2051 S.W. 126 Court, Miami, Florida 33175, appoints FELIPE A. FERNANDEZ, as its agent to accept service of process within this State at the initial corporate office stated herein.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Statutes relative to keeping open said office.


FELIPE A. FERNANDEZ

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 25 PM 3:58

FILED