

4-26-95

I WOULD REALLY
APPRECIATE TURN-
AROUND A.S.A.P.

P95000035989

April 26, 1995

THANKS -
PLS RETURN COD FED EX
ACCT # 1851-7167-1
THANKS,
Stephen Albee

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

600001467426
-04/27/95--01116--007
***122.50 ***122.50

RE: Articles of Incorporation and
Registered Agent Statement

I am hereby submitting Articles of Incorporation for Florida International
Enterprise Council, Inc. A for-profit corporation.

As designated Registered Agent, I understand and will comply with the
conditions and responsibilities of the Registered Agent under Florida law.

Thank you.

Sincerely,

Stephen Albee
Stephen Albee

MAY 3 1995 BSB

W95 - 9314
6-11

FILED
95 MAY -8 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 3, 1995

STEPHEN ALBEE
300 SEVILLA AVENUE
SUITE 208
CORAL GABLES, FL 33134

SUBJECT: FLORIDA INTERNATIONAL ENTERPRISE COUNCIL, INC.
Ref. Number: W95000009314

We have received your document for FLORIDA INTERNATIONAL ENTERPRISE COUNCIL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 095A00021342

FILED
05 MAY -8 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA INTERNATIONAL ENTERPRISE COUNCIL, INC.**

The undersigned acting as incorporate of **FLORIDA INTERNATIONAL ENTERPRISE COUNCIL, INC.** under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

FLORIDA INTERNATIONAL ENTERPRISE COUNCIL, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will exist perpetually.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. STATEMENT OF PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

To transact any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the Treasury of the Corporation, in the ratio that the number of shares of common stock held at the time of the issue bears the total number of shares of common stock outstanding. The right is waived by any holder of common stock who does not exercise it or pay for the stock preempted within (30) days of written notice from the corporation inviting the holder to exercise the right. A holder of common stock shall not have, solely because of their holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of their holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered and principal office, which are at the same address, of the corporation is 300 Sevilla Avenue, Suite 208, Coral Gables,, Florida 33134 and the name of the corporation's initial registered agent at that address is Stephen Albee.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have seven directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Stephen Albee
300 Sevilla Avenue, Suite 208
Coral Gables, Florida 33134

Charles McKay
5201 Blue Lagoon Drive, Suite 530
Miami, Florida 33126

Claudia Parker
200 So. Biscayne Blvd. 17th Fl.
Miami, Fl. 33131

Norberto Ellemberger
200 So. Biscayne Blvd. 17th Fl.
Miami, Fl. 33131

Eugene Rostov
701 Brickell Avenue, 16th Fl.
Miami, Fl. 33131

Teofolis Babun
615 SW 2nd Avenue
Miami, Fl. 33130

Rebecca M. Miller
100 No. Biscayne Blvd. 21st Fl.
Miami, Fl. 33132

ARTICLE IX. INCORPORATION

The name and street address of the incorporator is:

Stephen Albee
300 Sevilla Avenue, Suite 208
Coral Gables, Florida 33134

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the shareholders any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders except that the Board of Directors may not amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that the by-law is not subject to amendment or repeal by the Directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to issuance of shares of the Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by the shareholders, and approved at a shareholders meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporate has executed these
Articles of Incorporation this 25th day of APRIL, 1995


STEPHEN ALBEE

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before
me this 26 day of April 1995, by Stephen Albee.


Notary Public, State of Florida

Notary Seal:

My Commission Expires:

OFFICIAL NOTARY SEAL
LISA ACOSTA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC287342
MY COMMISSION EXP. MAY 18, 1997

FILED

95 MAY -8 PM 6: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 5, 1995

Department of State
Division of Corporations
P.O. Box 6327 (409 E. Gaines St.)
Tallahassee, Fl. 32314

**RE: Articles of Incorporation and
Registered Agent Statement**

As designated **Registered Agent**, I understand and will comply with the conditions and responsibilities of the Registered Agent under Florida law.

Thank you.

Sincerely,


Stephen Albee