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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
STATE 1492 W FLAGLER ST

STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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MIAMI FL 33135- 33401-6194  
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NAME: D.F. FRIENDS, INC.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

D.F. FRIENDS, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

D.F. FRIENDS, INC.

The principal place of business shall be:

1051 West 29th Street, Suite 3, Mialeah, Florida 33012

ARTICLE II NATURE OF BUSINESS

The nature of the corporation's business is primarily real  
estate investments, however, this corporation may engage in  
or transact any or all lawful activities or business  
permitted under the laws of the United States, the State of  
Florida, or any other state, country, territory or nation.

This Instrument Prepared By:  
LAW OFFICE OF GLORIA C. GOMEZ, P.A.  
1051 WEST 29TH STREET, SUITE 3  
MIALEAH, FLORIDA 33012  
(305) 884-2399  
FLA. BAR NO.: 0775703

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#### ARTICLE III CAPITAL STOCK

The maximum number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid for in cash, services, property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE V INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 1051 West 29 Street, Hialeah, FL 33010 and the name of the initial registered agent of this corporation at that address is GLORIA C. GONZALES, Esq.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall be conducted by a Board and have one director initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one director. The name and address of the initial directors of this corporation is:

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RAUL MONTELONGO

1051 WEST 29TH STREET, S-3  
HIALEAH, FLORIDA 33012

MAYES GLENN HOWARD

1051 WEST 29TH STREET, S-3  
HIALEAH, FLORIDA 33012

ARTICLE VII INITIAL OFFICERS

The names of the initial officers are as follows:

PRESIDENT: RAUL MONTELONGO  
VICE PRESIDENT: MAYES GLENN HOWARD  
SECRETARY: RAUL MONTELONGO  
TREASURER: MAYES GLENN HOWARD

ARTICLE VIII INCORPORATOR

The names and street addresses of the person signing these Articles are:

RAUL MONTELONGO 1051 WEST 29TH STREET, S-3  
HIALEAH, FLORIDA 33012  
MAYES GLENN HOWARD 1051 WEST 29TH STREET, S-3  
HIALEAH, FLORIDA 33012

ARTICLE IX DISTRIBUTION

The name and post office address of each subscriber of this Articles of Incorporation, and the number of shares of stock which each agrees to take and the sums subscribed to and paid are as follows:

NAME	ADDRESS	SHARES
RAUL MONTELONGO	1051 WEST 29TH STREET, S-3 HIALEAH, FLORIDA 33012	100

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WAYNE OLSEN HOWARD

1051 WEST 29TH STREET, E-3  
MIAMI, FLORIDA 33012

100

ARTICLE I EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State of the State of Florida.

ARTICLE II 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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 31 of March, 1995.

Signature of Incorporators

Wayne Olsen Howard

Wayne Olsen Howard

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STATE OF FLORIDA }  
COUNTY OF DADE } ss.

THE FOREGOING INSTRUMENT, was acknowledged before me  
this 31<sup>st</sup> day of March, 1998, by RAUL MONTELONGO AND  
MAYES GLEN HOWARD who are personally known to me or who  
have produced their Drivers License (type of  
identification) as identification who did (did not) take an  
oath.

[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:  
BY COMMISSION DATES MAY 07, 1998  
BONDED TO THE SUCCESSION & ASSOCIATES

Richard Gonzalez  
NAME OF OFFICER (PRINT OR TYPE)

ARTICLES OF INCORPORATION FILING FEE:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT: D.F. FRIENDS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE  
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY  
OF MIAMI, STATE OF FLORIDA, HAS NAMED GLORIA C. GONZALES  
ESQ. AS REGISTERED AGENT LOCATED AT 1051 WEST 29 STREET,  
SUITE 3, HIALEAH, FLORIDA 33012 TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

SIGNATURE:

[Signature]  
RAUL MONTELONGO, PRESIDENT

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HAVING BEEN MAILED 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 I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED

3/31/95

  
GLORIA C. [unclear], REGISTERED AGENT

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TALLAHASSEE, FLORIDA