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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 022-4000

FROM: EMPIRE CORPORATE
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 33401-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000005828))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: R. J. SEWING, INC.

FAX AUDIT NUMBER: H95000005828

DATE REQUESTED: 06/24/1995

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JUN 24 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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60 JUN 24 1995

ARTICLES OF INCORPORATION
OF

R. J. SEWING, INC.

FILED
MAY 24 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of this Corporation is: R. J. SEWING, INC.

ARTICLE II

Term of Corporate Existence

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

PURPOSE

The purposes for which the Corporation is organized are:

(a) The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(b) To acquire by purchase, or otherwise, for investment or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of, for cash or on credit by conveyance, agreement for deed, or other lawful instrument, real estate, or mixed property, located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner, agent or broker, in real estate personal and mixed

Prepared by: DONALD P. MARDER, ESQ. -1-
FLA. BAR NO. 050356
1390 S. DIXIE HWY., SUITE 1203
CORAL GABLES, FL 33146

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property and any interest or estate therein, including subdivision, apartment houses, residences, stores, office buildings, manufacturing sites, and the lots or parcels of land upon which they may be located, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to an investor in real and personal property.

(c) To lend and borrow money, be a surety, execute bail bonds and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges, and or other securities for the payment of same.

(d) To acquire by purchase, subscription, or otherwise, and mortgage, pledge, or otherwise dispose of bonds, notes or other securities or evidences of indebtedness, and the shares of capital stock created and issued by any other corporation or corporations, association or associations, and to purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities or evidence created by or issued by any other corporation or corporations, association or associations, and while the owner of such stock, to exercise all rights, powers and privileges as such ownership, including the right to vote the same, and to do any and all lawful acts or things designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness and to guarantee dividends upon shares of the capital stock of any other corporation in which this corporation, at any time, may be interested as a stockholder thereof, and to endorse or otherwise guarantee the principal and interest, or either thereof, of notes, bonds or other evidences of indebtedness created by issue of such corporation; to deal in its own stocks or brokerage business.

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ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 500 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V

Initial Principal Address

The address of the principal office is: 830 N. W. 26th Street, Miami, Florida 33127.

ARTICLE VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is: 830 N. W. 26th Street, Miami, Florida 33127 and the name of the initial registered agent at such address is: EDWARD LEAVY.

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


EDWARD LEAVY

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Name

JORGE CANABASA

Address

**1901 Brickell Avenue
Apt. B-814
Miami, Florida 33129**

ARTICLE X

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation, which may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

ARTICLE XI

Indemnification of Directors and Officers

1. The Corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person or an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable attorney's fees, actually and necessarily

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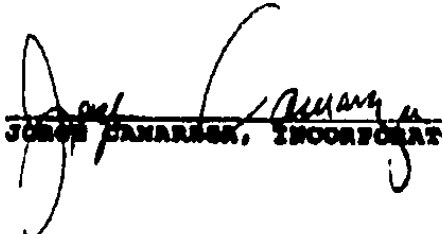
incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in original actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or by reason of his being or having been a director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and

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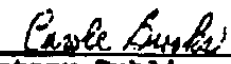
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JORGE CAMARASA, INCORPORATOR

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

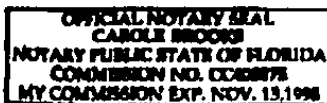
I HEREBY CERTIFY, that on this day personally appeared before me, the undersigned authority, JORGE CAMARASA, to me well known to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of May, 1995.


Notary Public
State of Florida at Large

CAROL BROOKS
Print Name

My Commission Expires:



FILED
95/MAY/24 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
SIEGFRIED, RIVERA, LERNER,
DE LA TORRE & SOBEL, P.A.
201 ALHAMBRA CIRCLE
SUITE 1102
CORAL GABLES, FLORIDA 33134

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

R.A. Resignation

Dmc 6/12/97

Examiner's Initials



Florida Department of State, Jim Smith, Secretary of State

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TALLAHASSEE, FLORIDA

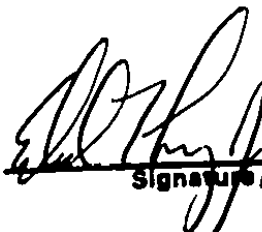
RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Chapter 607.037 (3), Florida Statutes, the undersigned, EDWARD T. LEAVY, JR., hereby resigns as
(Name of Registered Agent)

Registered Agent for R.J. Sewing, Inc.
(Name of Corporation)
530 N.W. 26 Street, Miami, Florida 33127

A copy of this resignation was mailed to the above listed corporation at its last known address.

Said resignation will take effect thirty (30) days after receipt of such notice and payment of fee to the Department of State.


Signature