

P95000041408

LUIS E. LARA  
(Requestor's Name)  
7845 N. W. 53rd Street  
(Address)  
Miami, FL 33141  
(City, State, Zip) (Phone #)

ENCLOSURE 41408081  
-05/23/95--01004--001  
\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

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

1. Southland International, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

FILED  
95 MAY 22 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
P95-25

Examiner's Initials

FILED  
95 MAY 22 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
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OF  
SOUTHLAND INTERNATIONAL, INC.

The undersigned does hereby form a corporation under the laws of the State of Florida under the corporate name of SOUTHLAND INTERNATIONAL, INC. and hereby set forth and declares:

C H A R T E R  
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ARTICLE I  
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The name of the corporation shall be SOUTHLAND INTERNATIONAL, INC., located at 7845 A N.W. 53rd Street, Miami, County of Dade and State of Florida.

ARTICLE II  
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The corporation may engage in any activity or business permitted under the laws of the United State and the State of Florida.

ARTICLE III  
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The amount of the capital stock of this corporation shall be 100 shares of \$1.00 par value stock, which said stock shall be nonassessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

ARTICLE IV  
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The corporation shall commence business on filing with the Secretary of State and shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE V  
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The principal place for the transaction of its business shall be 7845 A N.W. 53rd Street, Miami, County of Dade, in the State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution designate.

ARTICLE VI  
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The street address of the initial registered office of this corporation is 7845 A N.W. 53rd Street, Miami, Florida

33166, and the name of the initial registered agent of this corporation at that address is Eugenio Rodriguez.

#### ARTICLE VII

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This corporation shall have two directors initially. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the bylaws. The names and addresses of the initial directors of this corporation are:

Luis E. Lara - 551 S.E. 33rd Street, Cape Coral, FL.  
Eugenio Rodriguez - 7845 A N.W. 53rd Street, Miami, FL

#### ARTICLE VIII

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The names and post office addresses of the subscribers of these articles, with the amount of stocks subscribed for and agreed to be taken are as follows:

Luis E. Lara - 50 shares  
551 S.E. 33rd Street, Cape Coral, FL 33904  
Eugenio Rodriguez - 50 shares  
7845 A N.W. 53rd Street, Miami, FL 33166

#### ARTICLE IX

The directors and officers shall be elected by the shareholders at their annual meeting, which will be held at the principal office of the corporation, or at such other place as may be provided by the bylaws, or may otherwise be agreed upon, on the second Tuesday in January of each and every year and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders meeting.

#### ARTICLE X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

#### ARTICLE XI

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XII

The initial bylaws of this corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time by either the shareholders or the directors.

The shareholders may amend, alter, or repeal any bylaw adopted by the directors. The directors may not alter, amend or repeal any bylaw adopted by the shareholders, nor may the directors adopt bylaws which would be in conflict with the bylaws adopted by the shareholders.

#### ARTICLE XIII

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

#### ARTICLE XIV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.



#### ARTICLE XV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officers is a member or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any

profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, We, the undersigned, being the original subscribed to the capital stock hereinbefore mentioned, for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and hereby agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal.

DATED this 19 day of May, 1995, at <sup>cap. corp.</sup> Miami, Florida.

  
LUIS E. LARA  
  
EUGENIO RODRIGUEZ

STATE OF FLORIDA

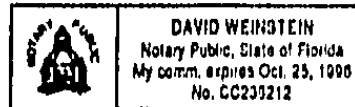
COUNTY OF LEE

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared LUIS E. LARA, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 19<sup>th</sup> day of  
May, 1995.

  
NOTARY PUBLIC

My Commission Expires:



STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared EUGENIO RODRIGUEZ, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 19 day of  
May, 1995.

  
NOTARY PUBLIC

My Commission Expires:

*Affiant is personally known.*

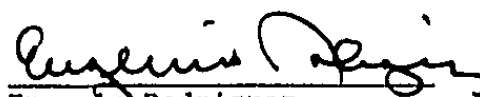


OFFICIAL SEAL  
MARCELOS LARA  
MY COMMISSION EXPIRES  
OCTOBER 06, 1998  
COMMISSION NO. CC149808

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities a registered agent for SOUTHLAND INTERNATIONAL, INC.

Dated this 19 day of May, 1995.



Eugenio Rodriguez  
7845 A. N.W. 53rd Street  
Miami, FL 33166

FILED  
95 MAY 22 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA