

P95000044717

6/95
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
10:18 AM

(((H95000006409)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HIALEAH HOLDINGS, CORP.
FAX AUDIT NUMBER: H95000006409
DATE REQUESTED: 06/08/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 7
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:18:14
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

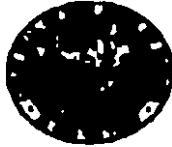
(((H95000006409)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:33:3

Handwritten: 6/9

Handwritten: 10-11-95
2nd page miss

FILED
95 JUN -9 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Moortham
Secretary of State

June 9, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: HIALEAH HOLDINGS, CORP.
REF: W95000011752

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please fax 2nd page of Articles.

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) 487-6934.

Loria Poole
Corporate Specialist

FAK Aud. #: H95000006409
Letter Number: 195800028408

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

FILED
95 JUN -9 PM 2:48
SEAL OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MIALSAN HOLDINGS, CORP.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: MIALSAN HOLDINGS, CORP.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from

Prepared by:

Carlos C. Lopez-Aguilar, Esq.
Florida Bar No. 208393

1040 S.W. 1st Street, Miami, FL 33130

CARLOS C. LOPEZ-AGUIAR, P.A. - CANTLETON BUILDING - 1040 S.W. FIRST STREET MIAMI, FLORIDA 33130

H95000064 09

H95000064 09

represent.

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the corporation.

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS AND NO/100 (\$500.00).

The existence of the corporation is perpetual.

The initial post office address of the principal office of the corporation in the State of Florida is: 1040 S.W. 1st Street, Miami, Florida 33130. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered address of the corporation is 1036 S. W.

H9500006409

First Street, Miami, Florida 33130.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than six directors. A quorum for the holding of a meeting which shall be properly done by the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the slate of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Carlos C. Lopez-Aguilar	President-Secretary Director	1040 S.W. 1st Street Miami, Fl 33130

ARTICLE X

The names and post office addresses of the subscribers to the

H9500006409

H950000064 09

Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Carlos C. Lopez-Aguilar	1040 S.W. 1st Street Miami, Fl 33130	100

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 7th day of June, 1995.



CARLOS C. LOPEZ-AGUILAR (SEAL)

STATE OF FLORIDA }
COUNTY OF DADE } SS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, personally appeared Carlos C. Lopez-Aguilar, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the

H950000064 09

H95000064 09

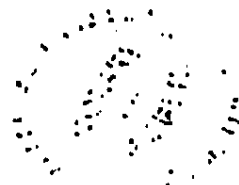
purposes therein expressed.

WITNESS my hand and official seal at City of Miami, County of
Dade, State of Florida, this 7th day of June, 1995


NOTARY PUBLIC, STATE OF
FLORIDA at Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPTEMBER 04, 1996
BONDED THRU MARYLAND BONDING AGENCY



H95000064 09

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of FLORIDA, has named FLORIDA ANNUAL REPORT SERVICE, INC., a Florida corporation located at 1036 Southwest First Street, Miami, Florida 33130, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

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

FLORIDA ANNUAL REPORT SERVICE INC.

**ANDREA CANTERA LOPEZ
PRESIDENT**

**FILED
JUN 11 - 9 11:28 AM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE**

H95000064 09

H95000064 09