

P95000047450

JUN-16-1995 FROM: EMPIRE CORP, INC. 3049 100 P.01

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ELECTRONIC FILING SYSTEM
(H95000006755)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (904) 922-4000 FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

(((H95000006755)))
NAME: TOWER 300, INC.
FAX AUDIT NUMBER: H95000006755 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/16/1995 TIME REQUESTED: 13:04:36
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
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EFFECTIVE DATE
6-16-95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 JUN 19 11:19:17
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6/19

To Book
10-12364

95 JUN 16 PM 2:17



FLORIDA DEPARTMENT OF STATE
Sandra B. Morihani
Secretary of State

June 19, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: TOWER 300, INC.
REF: W95000012366

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAM Aud. #: H95000006755
Letter Number: 995A00029830

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

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H9500000675 5

FILED
JUN 15 1995
CORPORATION DIVISION
STATE OF FLORIDA

**ARTICLE OF INCORPORATION
OF**

TOWER 300, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **TOWER 300, INC.**

Corporate Address: **11830 S.W. 24th Terrace, Miami, Florida 33174.**

ARTICLE II. NATURE OF BUSINESS.

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

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

June 16, 1995.

ARTICLE IV. CAPITAL STOCK.

EFFECTIVE DATE
6-16-95

This corporation is authorized to issue shares of stock as follows:

- A. **Designation:** The stock of this corporation shall be known as **Common Stock.**
- B. **Authorized:** The maximum number of shares of **Common Stock** that this corporation may issue is: **100.**
- C. **Par Value:** Each share of **Common Stock** shall have **NO** par value.
- D. **Consideration:** Shares of **Common Stock** may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. **Non-convertibility:** Each share of **Common Stock** shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-convertible.
- F. **Voting Rights:** Each share of **Common Stock** shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. **Dividends:** Record holders of **Common Stock** are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. **Liquidation Rights:** Holders of **Common Stock** are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

COSTA & CAMACHO - GONZALEZ
7330 W. 20th AVE.
Miami Lakes, FL 33016
(305) 827. 0100
ANA MARIA CAMACHO-GONZALEZ, ESQ.
FL. BAR NO. 0033677

H950000675 5

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is: 11830 S.W. 24th Terrace, Miami, Florida 33174, and the name of the Initial Registered Agent of this corporation at that address is Jesus Fernandez.

ARTICLE VI. DIRECTORS.

This corporation shall have initially two Directors. The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Initial Directors of this corporation are:

- Jesus Fernandez, Director - 11830 S.W. 24th Terrace, Miami, Florida 33174.
- Jose Fernandez, Director - 11830 S.W. 24th Terrace, Miami, Florida 33174.

And the officer(s) of this corporation shall be:

- Jesus Fernandez, President - 11830 S.W. 24th Terrace, Miami, Florida 33174.
- Luis Fernandez, Secretary - 11830 S.W. 24th Terrace, Miami, Florida 33174.

ARTICLE VII. INITIAL SUBSCRIBER.

The name and address of the Initial Subscriber of these Articles of Incorporation is: Jesus Fernandez located at 11830 S.W. 24th Terrace, Miami, Florida 33174.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of June, 1998.

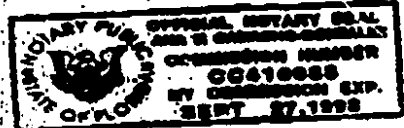
Jesus Fernandez
Jesus Fernandez, Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Jesus Fernandez, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.I.E. and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 16th day of June, 1998.

Ana M. Camacho
Notary Signature PERSONALLY ACKNOWLEDGE
ANA M. CAMACHO - Notary
Printed Notary Signature PERSONALLY ACKNOWLEDGE



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0801, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First - That Tower 300, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in those Articles of Incorporation has named Jesus Fernandez, located at 11830 S.W. 24th Terrace, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Jesus Fernandez
Jesus Fernandez, Registered Agent

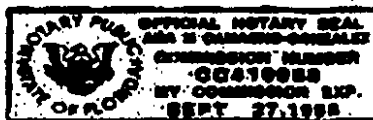
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Jesus Fernandez known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.I.E. and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 18th day of June, 1995.

Ana M. Camacho Gonzalez
Notary Signature

Ana M. Camacho Gonzalez
Printed Notary Signature



LAW OFFICES
COSTA & CAMACHO - GONZALEZ
PROFESSIONAL ASSOCIATION

Helen C. Costa, Esq.

Ana M. Camacho-Gonzalez, Esq.

P95000047450

August 7, 1995

Secretary of State
Florida Corporations
Attn: Resignation Dept.
P.O. Box 5588
Tallahassee, FL. 32314

RE: Notice of Resignation of Director for Tower 300, Inc., a Florida corporation.

Dear Sirs/Madame:

Enclosed please find an original Notice of Resignation executed by Jesus Fernandez, as Director of Tower 300, Inc., a Florida Corporation.

The Articles of Incorporation for the above corporation were filed on June 19, 1995 and the corporation was given document number P95000047450.

Also enclosed is a check in the sum of \$35.00 made payable to the Secretary of State for the filing of said Resignation.

The corporation's shareholders have elected their new directors. Their names are as follows: Jose Fernandez and Luisa Fernandez.

The corporation's shareholders have also elected their new officers. Their names and corresponding positions are as follows: Jose Fernandez as President and Vice-President and Luisa Fernandez as Secretary and Treasurer.

If you have any questions regarding the above information, please feel free to contact me at (305) 827-0100.

** file resignation -
send back info on how to
change of off + Dir.*

Sincerely,



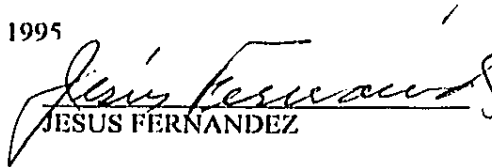
Ana Maria Camacho-Gonzalez
For the Firm

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-08/15/95--01040--006
*****35.00 *****35.00

**RESIGNATION
OF DIRECTOR AND OFFICER
OF
TOWER 300, INC., A FLORIDA CORPORATION**

I, JESUS FERNANDEZ, the undersigned director and officer of TOWER 300, INC., a Florida corporation, do hereby tender my resignation as Director and President of said corporation, to take effect upon the adjournment of the special meeting of the stockholders, Board of Directors, and officers at which this resignation is accepted.

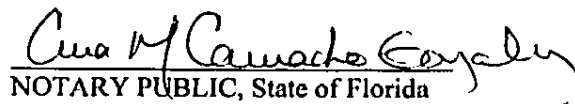
Dated on this 8 day of AUGUST, 1995


JESUS FERNANDEZ

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared JESUS FERNANDEZ who first being duly sworn deposes and says that the matters and things hereinabove set forth are true and correct.

Sworn to and Subscribed on this 8 day of AUGUST, 1995.


NOTARY PUBLIC, State of Florida

My Commission Expires:

