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June 30, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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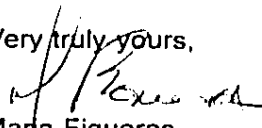
Re: Shatila Trading Corp.

Dear Sir:

Enclosed please find original and a copy of the Articles of Incorporation for Shatila Trading Corp. Also enclosed is a check for \$122.50 to cover the filing fee. Please send me a certified copy in the enclosed return envelope.

Thank you for your kind attention in this matter,

Very truly yours,


Maria Figueras

/mf
Enclosures

10/10/95
7-12-95

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55 JUL 10 PM 1:12
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHATILA TRADING CORP.

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DA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation pursuant to Chapter 607, Florida Statute (the "Act").

ARTICLE I - Name

The name of the corporation is **SHATILA TRADING CORP.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be
14782 SW 155 Place, Miami, Florida 33196

ARTICLE III - Term of Existence

Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State, of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article IV - Nature of Business

The corporation is organized for the purpose of transacting any and all lawful business.

Article V - Authorized Shares

(a) **Number.** The Corporation is authorized to issue Five Hundred (500) shares of common stock having a par value of \$1.00 each.

(b) Preemptive Rights. Shareholders shall have preemptive rights

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 601 Brickall Key Drive, Suite 501, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Jose E. Martinez.

Article VII - Directors

(a) Number. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street addresses of the initial members of the first Board of Directors of the corporation, who shall serve until the first meeting of shareholders of the corporation, are:

<u>Name</u>	<u>Street Address</u>
ABRAHAM M. RUIZ	14782 SW 155 Place Miami, Florida 33196
RAFAEL A. RUIZ	14782 SW 155 Place Miami, Florida 33196
LISSETTE G. RUIZ	14782 SW 155 Place Miami, Florida 33196

(c) Compensation. Any director of the corporation may serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.

Article VIII - Officers

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation are as follows:

NAME:	ADDRESS:	TITLE:
ABRAHAM M. RUIZ	14782 SW 155 Place Miami, Florida 33196	President
RAFAEL A. RUIZ	14782 SW 155 Place Miami, Florida 33196	Vice-President
LISETTE G. RUIZ	14782 SW 155 Place Miami, Florida 33196	Secretary / Treasurer

Article IX - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors

Article X - Incorporator

The name and address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
LISETTE G. RUIZ	14782 SW 155 Place Miami, Florida 33196

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation in the City of Miami, State of Florida this ____ day of
June, 1995.


Lisette G. Ruiz
Incorporator

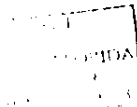
(SEAL)

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, Lisette G. Ruiz who is
to me well known to be the person described in and who subscribed the above Articles of
Incorporation, and she did acknowledge before me that she made and subscribed the same for
the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County,
Florida this 28 day of June, 1995.


NOTARY PUBLIC
State of Florida at Large



93 JUL 10 PM 1:12

**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 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

- FIRST: The name of the corporation is
SHATILA TRADING CORP.
- SECOND: The Registered Office of the Corporation is
601 Brickell Key Drive, Suite 501
Miami, Florida 33131-2651
- THIRD: The name of the registered agent is Jose E. Martinez.

Corporate officer signature:

Incorporator

Title of officer:

Date of execution: June 28, 1995

ACCEPTANCE

Having been named the registered agent authorized to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned, a resident of the State of Florida, hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of duties as such, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Jose E. Martinez

Date of execution: July 28, 1995