

P95000057480

S

11:00 AM

PUBLIC ACCESS SYSTEM
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 33135- 2-
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ALBAISA MUSUMANO ARCHITECT, INC.
FAX AUDIT NUMBER: H96000008165 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/26/1995 TIME REQUESTED: 11:00:35
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072460003268

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.

((H96000008165))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
help F1 Option Menu F2

NUM

Connect: 00:14:1

EFFECTIVE DATE

7-24-95

FILED
95 JUL-25 PM 3:45
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

RECEIVED
95 JUL 25 PM 12:16
DIVISION OF CORPORATIONS

H95000008165

ARTICLES OF INCORPORATION

OF

ALBAISA MUSUMANO ARCHITECTS, INC.

ARTICLE I - NAME

The name of this corporation is:

ALBAISA MUSUMANO ARCHITECTS, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually and it shall commence its existence as of the date of subscription and acknowledgement, provided such date is within 5 days from the date of filing, otherwise, on the date of filing.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Common Stock at \$1.00 Par Value.

Shares may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by the Board of Directors.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment for the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

EFFECTIVE DATE

7-24-95

Hecker Albert III, Esq.
3971 S.W. 8 Street
Miami, Florida 33134
FL Bar No.: 0894036
(305) 442-4748

FILED
95 JUL 25 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000008165

H95000008165

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT AND PLACE OF BUSINESS

In accordance with §48.091 Florida Statutes, the street address of the initial registered office of this corporation is 2458 Flamingo Drive #8, Miami Beach, FL 33140, and the name of the initial registered agent at that address is Adolfo Z.B. Albaisa. The principal place of business of this Corporation shall be 2458 Flamingo Drive #8, Miami Beach, FL 33140.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the Initial Board of Directors of this corporation are:

President/Treasurer

Adolfo Z. B. Albaisa
2458 Flamingo Drive, #8
Miami Beach, FL 33140

Vice President/Secretary

Kristopher Murumano
2458 Flamingo Drive, #8
Miami Beach, FL 33140

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such a person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not include any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

Hector Alvarez UI, Esq.
2971 S.W. 8 Street
Miami, Florida 33134
FL Bar No.: 0894036

H95000008165

49500008165

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

The name and street address of each subscriber of these Articles of Incorporation is same as Art. VIII

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

Flactor Avenue III, Inc.
2071 S.W. 8 Street
Miami, Florida 33134
FL Reg No.: 0894036

H9500008165

Incorporation this, 24 day of July, 1995.

[Signature]
[Signature]

ACCEPTANCE BY REGISTERED AGENT:

Having been named registered agent pursuant to §48.091 Florida Statutes, I hereby accept to act in this capacity, and agree to comply with the provisions of said statute.

[Signature]
REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me on this day by ADOLFO E. ALBAIS who is personally known to me or who produced DR. LICENSE as identification.

WITNESS my hand and official seal in the County and State aforesaid on this 24 day of July, 1995.

NOTARY PUBLIC, STATE OF FLORIDA,
MY COMMISSION EXPIRES Nov. 4, 1998.
BONDED THEN NOTARY PUBLIC UNDERWRITING

[Signature]
Notary Public

My Commission Expires:

wp51\data\script\line

H9500008165

Hector Alvarez III, Esq.
3971 S.W. 8 Street
Miami, Florida 33134
FL Bar No. 0804036

H95000008165

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

Pursuant to §48.091, Florida Statutes, the following is submitted, for the purpose of designating the place of business or domicile for the service of process.

That ALBAISA MUSUMANO ARCHITECTS, INC., being organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, State of Florida, has named ADOLFO Z. B. ALBAISA, as agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.



REGISTERED AGENT

FILED
95 JUL 25 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Hector Alvarez III, Esq.
3971 S.W. 8 Street
Miami, Florida 33134
FL Bar No.: 0884036

H95000008165