

# P95000058181

FILED

95 JUL 26 PM 3:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 22, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: MANAYA CORP.

300001546973  
-07/26/95--01087--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear sirs,

Please find the enclosed payment of \$ 122.50 to cover the filling and pertinent fees for MANAYA CORP. a Florida For Profit Corporation.

Along with the enclosed fee also find the signed and notarized Articles of Incorporation for the above named Corporation as well as the Registered Agent information.

Please send the Certificate of Status and any other replies to my accountant at:

1214 S.W. 2nd Street  
Miami, Fl. 33135

C/O ERNESTO MANRIQUE

Thank You,

Ernesto Manrique  
President  
Registered agent  
Manaya Corp.

2/27/95

FILED

95 JUL 26 1 PM 3:08

CERTIFICATE OF INCORPORATION

ARTICLES OF INCORPORATION  
FOR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MANAYA, CORP.

We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

MANAYA CORP.

ARTICLE II

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

ARTICLE III

The corporation is authorized to issue one hundred (100) shares of \$ 50.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by both the president and vice-president.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than Five thousand ( \$ 5,000.00 ) dollars. This capital is from both partners each contributing an equal sum of twenty five hundred ( \$ 2,500.00 ) dollars.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be:

550 N.W. 51 AVE. APT.30  
MIAMI, FL. 33126  
(305) 442-9847

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of legislature, shall hold office for the Corporation, are:

NESTOR A MANRIQUE  
550 NW 51 AVE APT.30  
MIAMI, FLORIDA 33126  
(305) 442-9847

PRESIDENT

RICARDO J. AYALA  
220 SW 42ND AVE.  
CORAL GABLES, FL. 33126  
(305) 443-6202

VICE PRESIDENT

MERCEDES ORTIZ  
550 NW 51 AVE APT.30  
MIAMI, FLORIDA 33126  
(305) 442-9847

SECRETARY

YANET NAVARRO  
220 SW 42ND AVE.  
CORAL GABLES, FLORIDA 33126

TREASURER

The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit. And shall distribute all gains losses and financial responsibilities equally.

# ARTICLE VIII

The names and post office addresses of each shareholder and registered agent to the Certificate of Incorporation are as follows:

## SHAREHOLDER:

## % OF SHARES

NESTOR A MANRIQUE  
550 NW 51 AVE APT.30  
MIAMI, FLORIDA 33126  
(305) 442-9847

50% OF SHARES  
PRESIDENT

RICARDO J. AYALA  
220 S.W. 42 AVE.  
CORAL GABLES, FL. 33126  
(305) 443-6202

50% OF SHARES  
VICE PRESIDENT

MERCEDES ORTIZ  
550 NW 51 AVE APT.30  
MIAMI, FLORIDA 33126  
(305) 442-9847

0% OF SHARES  
SECRETARY

YANET NAVARRO  
220 SW 42ND AVE.  
CORAL GABLES, FL. 33126

0% OF SHARES

## ARTICLE IX


The Corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in it's By-laws confers power upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.


The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, This 23rd day of May of 1995.

ACKNOWLEDGMENT OF OFFICERS MANAYA CORP.

  
NESTOR A. MANRIQUE, PRESIDENT

  
RICARDO J. AYALA, VICE PRESIDENT

  
MERCEDES ORTIZ, SECRETARY

  
YANET NAVARRO, TREASURER

STATE OF FLORIDA )

SS )

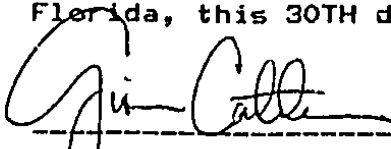
COUNTY OF DADE )

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared

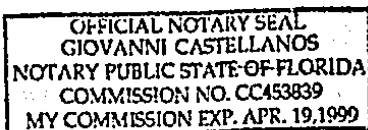
NESTOR A. MANRIQUE, RICARDO J. AYALA, MERCEDES ORTIZ AND YANET NAVARRO

who, after being duly sworn by me, depose and say that they signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 30TH day of JUNE of 1995.

  
-----  
GIOVANNI P. CASTELLANOS  
Notary Public,  
State of Florida at Large

My Commission expires: 4/19/99



CERTIFICATE AND ACKNOWLEDGMENT OF  
REGISTERED AGENT  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA

FILED  
95 JUL 26 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501,  
the following is submitted:

That MANAYA, CORP.

is qualified to do business under the laws of the State of  
Florida, with it's REGISTERED OFFICE at:

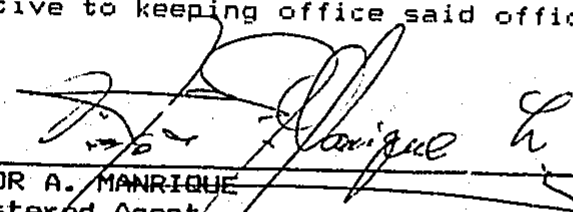
550 NW 51 AVE. APT. 30  
Miami, Fl. 33126  
(305) 442-9847

and has appointed: NESTOR A. MANRIQUE

as it's agent to accept services of process within the State.

ACKNOWLEDGMENT

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

  
NESTOR A. MANRIQUE  
Registered Agent.