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LANARUS CORPORATE INDUSTRY CORPOR THO (Requestor's Name) 890 S.W. 87 AVENUE, SUITE: 16 (Address) MIAMI, FLORIDA 33174 (305)552-5973 OFFICE USE ONLY (City, State, 2ip) (Phone #) LOCAL REPRESENTATIVE TALLAHASSEE <u>(904)385-6715</u> CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known) ! (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) ₹ Walk iu Pick up time 2100 Ceitified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS AMENUMENTS Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ QUALIFICATION OTHER FILINGS Annual Report Foreign Fictitious Name Limited Partnership Name Reservation

Examiner's Initials

Reinstatement Trademark Other

CR2E031(10/92)

ARTICLES OF INCORPORATION

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COUTO SANTANA, INC.

The undersigned, acting as incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation is Couto Santana, Inc.

ARTICLE II

DURATION

The period of duration of the corporation is perpetual. 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 (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

The purpose for which the corporation is organized is to transact any and all lawful business, and to engage in any activity within the purpose for which corporations may be organized under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of common stock having no par value per share.
- (b) **Preemptive Rights.** Shareholders shall have no preemptive rights.
- (c) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT. PRINCIPAL CORPORATE OFFICE

The street address of the Initial registered office of the corporation is 2250 S.W. Third Avenue, Fifth Floor, Miami, Florida 33129 and the name of the initial registered agent of the corporation is Manuel A. Avila, Esq. located at 2250 S.W. Third Avenue, Fifth Floor, Miami, Florida 33129. The initial principal address of the corporate headquarters is 3080 Sorrento Drive, Ft. Lauderdale, Florida 33326.

ARTICLE VI

BY-LAWS

The initial by-laws of this corporation shall be adopted by the directors. By-laws may 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 By-laws adopted by the shareholders if the shareholders specifically provide that such By-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII

DIRECTORS

The initial Board of Directors shall consist of 3 members, who need not be residents of the State of Florida or shareholders of the corporation.

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

NAME ADDRESS

Louis Alberto Couto Amaral 3080 Sorrento Drive
Ft. Lauderdale, Florida 33326

Victor Leonardo Santa Perez 3080 Sorrento Drive
Ft, Lauderdale, Florida 33326

Antonio Fransico Couerto Ferr 3080 Sorrento Drive
Ft. Lauderdale, Florida 33326

ARTICLE VIII INCORPORATOR

The name and address of the initial incorporator is as follows:

NAME

ADDRESS

Manuel A. Avila, Esq.

2250 S.W. 3rd Ave.,5th Floor Miami, Florida 33129

ARTICLE IX

RIGHT TO AMEND

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of January, 1996.

Manuel A. Avila, Esq.

STATE OF FLORIDA)
OSS:
COUNTY OF Dade

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Manuel A. Avila, Esq. known to me to be the person described in and who executed the foregoing instrument, and who acknowledged before me that he executed the same.

SHAHON R ROMERO
My Commission CC441887
Expires Feb 27, 1999
Bonded by HAI
800-422 1555

Notary Public, State of Florida at Large

SHAPPA R. ROMERO Print Name of Notary Public

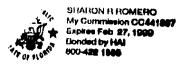
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, MANUEL A. AVILA, ESQ., hereby accept the designation as Registered Agent of COUTO SANTANA, INC.

Manuel A. Avila, Esquire

STATE OF FLORIDA)
COUNTY OF Dade)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MANUEL A. AVILA, ESQ. known to me to be the person described in and who executed the foregoing instrument, and who acknowledged before me that he executed the same.



Notary Public, State of Florida at Large

SHARON R. ROMERO
Print Name of Notary Public

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