

MEMORANDUM

~~P96000101402~~

TO  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

FROM  
MARIA ELENA DE LA OSA / SERVICE  
7335 CORAL WAY #209  
MIAMI FL 33155

DATE  
11/24/96

SUBJECT  
FEES

MESSAGE

ENCLOSED YOU WILL FIND:

FILLING FEE = 35<sup>00</sup>  
REGISTER AGENT DESIGNATION 35<sup>00</sup>  
CERTIFICATE OF STATUS 8.50  
78.50

800002016178--4  
-11/27/96-01082--004  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

PLEASE REPLY BY

NO REPLY NECESSARY

W96-25335

Adams  
9042

Memorandum

mc 12/17/96



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

December 4, 1996

MARIA ELENA DE LA OSA  
7335 CORAL WAY #209  
MIAMI, FL 33155

**SUBJECT: A-1 REAL ESTATE SERVICES CORP.**  
**Ref. Number: W96000025335**

We have received your document for A-1 REAL ESTATE SERVICES CORP. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 896A00054354

CERTIFICATE OF INCORPORATION  
OF  
A-1 REAL ESTATE SERVICES CORP.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 17 AM 9 35

FILED

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We, the undersigned, all of whom are natural persons of legal age, do hereby associate ourselves for the purpose of organizing a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of this Corporation shall be:

A-1 REAL ESTATE SERVICES CORP.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, to wit:

A. To transact, the business of mortgage agent or broker and of real estate agent or broker, and in behalf of others, to buy, sell, deal in, lease, rent and manage real estate and any interest therein;

B. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever kind or nature, as owner, agent, factor or broker;

C. To build, construct and alter houses, buildings, and structures of whatsoever nature or kind; to

develop real property generally; to lend money upon real and personal property; to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property, of whatsoever kind or nature, and to borrow money thereon by mortgage or otherwise;

D. To buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description;

E. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description;

F. To act as agent, broker, or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property collateral thereto; in making or obtaining loans upon such property, in supervising, managing, and protecting such property and loans and all interest in and claims affecting the same; in effecting insurance against fire and all other risks thereon; and in managing and conducting any legal actions, proceedings, and business relating to any of the purposes herein mentioned or referred to;

G. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidence of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign; and to exercise in respect of any such shares of stocks, bonds, and other

securities, any and all rights, powers and privileges of individual ownership, including, the right to vote thereon, to issue bonds and other obligations; and to secure the same by pledging or mortgaging the whole or any part of the property of the Company; and to sell such bonds and other obligations for proper corporate purposes; and to do any and all acts and things tending to increase the value of the property at any time held by the Company;

H. To acquire, hold, undertake, and fully exploit the good will, property, rights, franchises, assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the Company or otherwise;

I. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal or intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount; to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise;

J. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder;

K. To conduct business and operations; and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and

dependencies of the United States, the District of Columbia, and in any and all foreign countries;

L. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry or, aid, assist or participate in the organization, liquidation, or reorganization of financial, commercial, mercantile, manufacturing, industrial enterprises or other business concerns, firms, associations and corporations; to institute participate in or promote commercial mercantile, financial and industrial enterprises and operations;

M. To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this Corporation, as principal or agent, with powers to let contracts for any such advertising; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of the purposes of this Corporation;

N. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment hereto necessary and incidental to the protection and benefit of the Corporation; and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such

business is similar in nature to the objects set forth herein; it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

### ARTICLE III

#### CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum number of shares: 100

Par value per share: \$1.00

The authorized shares of par value stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any 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. Any and all shares issued for not less than the consideration so prescribed or fixed shall be fully paid and non-assessable.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at meetings of the stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall commence business shall be not less than \$ 100.00

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL OFFICE

The street address in Florida of the principal office of this Corporation, which may from time to time and at any time be changed by the Board of Directors, shall be:

Street Address: 7235 CORAL WAY # 209

City and County: MIAMI, DADE

ARTICLE VII

NUMBER OF DIRECTORS

This Corporation shall at all times have a minimum of one Director. The stockholders may from time to time, and at any time, raise or lower the number of Directors of this Corporation.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The names and street address of the first Board of Directors of this Corporation, who shall hold office for the first year or until their successors are elected or appointed and have qualified, are as follows:

NAMES

ADDRESSES

MARIA ELENA DE LA OSA  
PRESIDENT.  
SECRETARY/TREASURER

7235 CORAL WAY # 209  
MIAMI, FLORIDA



ARTICLE IX

SUBSCRIBERS

The names and post office addresses of each subscriber of the Certificate of Incorporation, the number of shares of the \$1.00 par value common stock of this Corporation which he agrees to take are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
MARIA ELENA DE LA OSA	7235 CORAL WAY # 209	100

ARTICLE X

SPECIAL VOTING PROVISIONS

The concurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation;  
Required Percentage: 51%
2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation;  
Required Percentage: 51%
3. Merger or consolidation of this Corporation into or with any other corporation;  
Required Percentage: 51%
4. Voluntary dissolution of this Corporation;  
Required Percentage: 51%

ARTICLE XI

ADDITIONAL PROVISIONS

1. The private property of the Stockholders of this Corporation shall not be subject to the payment of the corporate debts of this Corporation in any extent whatever. This Corporation shall have a first lien on the share of its Stockholders, and upon the dividends due them, for any indebtedness of such Stockholders to this Corporation.

2. The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

3. This Corporation shall indemnify any and all of its Directors or Officers or former Directors or Officers, or any person who may have served at its request as a Director or Officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, against the expenses, including the cost of any settlement and counsel fees, paid or incurred in connection with any action, suit or proceeding to which any such Director or officer or his legal representative may be made a party by reason of his being or having been such Director or officer; provided, it shall not be determined by a final determination thereof on the merits that such Director or officer was in any substantial way derelict in the performance of his duties; or provided, that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such officer

or Director had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or Officer may be entitled as a matter of law or which may be lawfully granted to him.

4. No contract or other transaction between this Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in or is a member, Director or Officer or are members, Directors of Officers of such firm or corporation and any Director or Directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors of this Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.


ARTICLE XII

AMENDMENT

This Certificate 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 stockholder's meeting by the required percentage of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of this Certificate of Incorporation be made.

IN WITNESS WHEREOF, we, the undersigned, being each and all of the Subscribers to this Certificate of Incorporation, for the purpose of forming a Corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file this Certificate, and hereunto set our hands and seals.

Dated: 11-21/96



MARIA ELENA DE LA OSA  
SUBSCRIBER, PRESIDENT, SECRETARY/TREASURER

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

Before me, the undersigned authority, personally  
appeared MARIA ELENA DE LA OSA to  
me well known and known to me to be the individuals  
described in, and who executed the foregoing Certificate of  
Incorporation, and they acknowledge before me that they  
executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand  
and official seal at Miami, Dade County, Florida this 21<sup>st</sup>  
day of November, 1996

*Miriam Fernandez*  
Notary Public,  
State of Florida at Large



The Registered Agent of this Corporation shall be:

MARIA ELENA DE LA OSA  
7235 CORAL WAY # 209  
MIAMI, FLORIDA 33155

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT UPON WHOM PROCESS  
MAY BE SERVED WITHIN STATE.

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: A-1 REAL ESTATE SERVICES CORP. desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at Dade County, State of Florida has named; MARIA ELENA DE LA OSA as its agent to accept service of process within this State.

Maria Elena de la Osa

MARIA ELENA DE LA OSA

Having been named 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 this said Act relative to keeping open said office

Maria Elena de la Osa

MARIA ELENA DE LA OSA

STATE OF FLORIDA)  
SS  
COUNTY OF DADE )

I, Miriam Fernandez, HEREBY CERTIFY: that on this date, before me, a Notary Public duly authorized to administer oaths and take acknowledgement, personally appeared MARIA ELENA DE LA OSA to me well known to be the person described in and who executed the aforesaid document.

WITNESS MY HAND and official seal at Miami, Florida.

Date: 12/11/96

Miriam Fernandez  
Notary Public, State of Florida at Large.



FILED  
96 DEC 17 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA