

*P* P96000011148

AMERILAWYER<sup>CO</sup>  
 (Requestor's Name)  
 343 ALMERIA AVENUE  
 (Address)  
 CORAL GABLES, FL 33134 - (305) 445-2700  
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

700001708887  
 -02/05/96--01059--016  
 \*\*\*\*\$60.00 \*\*\*\*\$70.00

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**  
 A & F BUSINESS CORPORATION

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in   
  Pick up time \_\_\_\_\_   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 95 FEB -5 PM 3:35

2-5-96  
 Examiner's Initials *WJW*

**ARTICLES OF INCORPORATION**  
**OF**  
**A & F BUSINESS CORPORATION**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **A & F BUSINESS CORPORATION**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 203 Northwest 96th Terrace, Unit J, Pembroke Pines, Florida 33024 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

|                 |                         |
|-----------------|-------------------------|
| President:      | Luis Felipe Bivar Neves |
| Vice-President: | Ana Maria Bivar         |
| Secretary:      | Luis Felipe Bivar Neves |
| Treasurer:      | Luis Felipe Bivar Neves |

whose addresses shall be the same as the principal address of the Corporation.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -3 PM 3:35

## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Luis Folipo Bivar Navas  
Ana Maria Bivar

whose addresses shall be the same as the principal address of the Corporation.

## ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



#### ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### ARTICLE 12 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE 13 - EFFECTIVE DATE

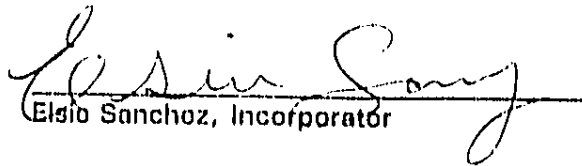
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this FEB 04 2004.

  
Elsie Sanchez, Incorporator

FILED  
STATE  
RECORDS  
SECTION  
56 FEB - 5 PM 3:35

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer<sup>®</sup>, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0506, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer<sup>®</sup>

By:   
Lawrence J. Spiegel, President





**AMERILAWYER®**

RECEIVED

March 26, 1997

97 MAR 27 PM 4:09

A & F BUSINESS CORPORATION

**P96000011148**

State of Florida  
P. O. Box 27  
Tallahassee, Florida 32314

Re: **A & F BUSINESS CORPORATION**  
**DOCUMENT# P96000011148**

Dear Sirs:

Please let this letter serve as authorization to change the following relating to the above captioned corporation:

- |    |   |   |
|----|---|---|
| 1. | Current Corporate Address on File:  | New Corporate Address:                                    |
|    | 777 Southeast 2nd Avenue<br>Building B, Suite 108<br>Deerfield Beach, Florida 33441 | 8074 Severn Drive<br>Suite D<br>Boca Raton, Florida 33433 |
| 2. | Current Mailing Address on File:  | New Mailing Address:                                      |
|    | 777 Southeast 2nd Avenue<br>Building B, Suite 108<br>Deerfield Beach, Florida 33441 | 8074 Severn Drive<br>Suite D<br>Boca Raton, Florida 33433 |

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

*Lawrence J. Spiegel/cm*

Lawrence J. Spiegel  
Attorney at Law

cc: A & F BUSINESS CORP.

*JS*  
*3/28*

P960001148

March 24, 1997

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

Re: **A & F BUSINESS CORPORATION**  
**DOCUMENT# P9600011148**

Dear Sirs:

Please let this letter serve as authorization to change the following relating to the above captioned corporation:

- |   |   |
|---|---|
| 1. Current Corporate Address on File:                               | New Corporate Address:  |
| 203 Northwest 96th Terrace, Unit J<br>Pembroke Pines, Florida 33024 | 777 Southeast 2nd Avenue<br>Building B, Suite 108<br>Deerfield Beach, Florida 33441 |
| 2. Current Mailing Address on File:                                 | New Mailing Address:  |
| 203 Northwest 96th Terrace, Unit J<br>Pembroke Pines, Florida 33024 | 777 Southeast 2nd Avenue<br>Building B, Suite 108<br>Deerfield Beach, Florida 33441 |

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

*Lawrence J. Spiegel/cm*

Lawrence J. Spiegel  
Attorney at Law

cc: A & F BUSINESS CORP.

# P96000011148

AMERILAWYER®

(Requestor's Name)  
 343 ALMERIA AVENUE  
 (Address)  
 CORAL GABLES, FL 33134 - (305) 445-2700  
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

400002134414--4  
 -04/04/97--01122--033  
 \*\*\*\*\*70.00 \*\*\*\*\*35.00

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. A & F Business Corporation P96000011148  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

*Jackie gave  
 return with  
 remove from  
 since she is  
 adding as a  
 trans. 4/4/97*

FILED  
 97 APR -4 PM 3:52  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
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| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |                                       |
|-------------------------------------|---------------------------------------|
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| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

*Amendment  
 4/4/97  
 DC*

RECEIVED  
 97 APR -4 PM 2:59  
 DIVISION OF CORPORATION

Examiner's Initials



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
A & F BUSINESS CORPORATION**

FILED  
97 APR -4 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation of A & F BUSINESS CORPORATION lists the officers as:

|                 |                         |
|-----------------|-------------------------|
| President:      | Luis Felipe Bivar Neves |
| Vice President: | Ana Maria Bivar         |
| Secretary:      | Luis Felipe Bivar Neves |
| Treasurer:      | Luis Felipe Bivar Neves |

whose addresses shall be the same as the principal address of the Corporation.

**SECOND:** The Officers of the Corporation shall be changed to:

|                 |                         |
|-----------------|-------------------------|
| President:      | Luis Felipe Bivar Neves |
| Vice President: | Ana Maria Bivar         |
| Secretary:      | Luis Felipe Bivar Neves |
| Treasurer:      | Sandra Texeira          |

whose addresses shall be the same as the principal address of the Corporation.



- THIRD:** The date of the adoption of this amendment is the 26th day of March 1997.
- FOURTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.
- FIFTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 26 March 1997.

  
\_\_\_\_\_  
Ana Maria Bivar, Chairman of the Board  
of Directors

ARTAMEND.PRES



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479  
<http://www.amerilawyer.com>