

P96000018574

ADVANCED WEB DESIGNS, INC.  
947 S.W. 122nd Avenue  
Miami, Florida 33184  
Tele. (305) 220-9099

February 26, 1996

Office of Secretary of State  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Advanced Web Designs, Inc.

Dear Sirs:

200001725652  
-02/27/96--01109--003  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed you will find my check in the amount of \$122.50 representing the applicable fees for the above referenced corporation.

Please return a stamped filed original to me in the enclosed, self-addressed, postage paid envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,

*Juan Carlos Canal*  
Juan Carlos Canal

JCC:mla

Enclosures

VIA FEDERAL EXPRESS

SN FEB 29 1996

FILED  
96 FEB 27 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ADVANCED WEB DESIGNS, INC.**

**FILED**  
**96 FEB 27 AM 8:53**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME**

The name of the corporation is Advanced Web Designs, Inc.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is Five Hundred (500) shares of common stock, all of which are to have a par value of Ten Cents (\$.10).

**ARTICLE IV - PREEMPTIVE RIGHTS**

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

**ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

947 S.W. 122nd Avenue  
Miami, Florida 33184

and the name and address of the initial registered agent of this corporation is:

<u>Name</u>	<u>Address</u>
Juan Carlos Canal	947 S.W. 122nd Avenue Miami, Florida 33184

**ARTICLE VI - COMMENCEMENT**

The corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

**ARTICLE VII - INITIAL  
BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of this corporation, but shall never be less than one. The name and address of the member of the initial Board of Directors of this corporation is:

Name

Address

Juan C. Canal

710 N.W. 126th Court  
Miami, Florida 33182

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Juan Carlos Canal

947 S.W. 122nd Avenue  
Miami, Florida 33184

**ARTICLE IX - BY-LAWS**

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

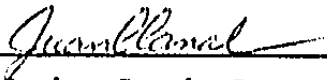
**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of February, 1996.

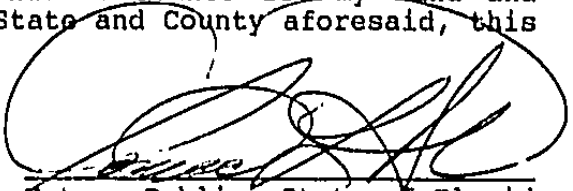
  
\_\_\_\_\_  
Juan Carlos Canal, Incorporator  
and Registered Agent

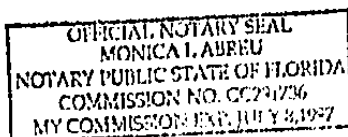
STATE OF FLORIDA     )  
                              )SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Juan Carlos Canal, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation as Incorporator and Registered Agent thereof, and he acknowledged before me that he executed these Articles of Incorporation and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of February, 1996.

(SEAL)

  
\_\_\_\_\_  
Notary Public, State of Florida  
My commission expires:



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

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--Advanced Web Designs, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, State of Florida, County of Dade, has named Juan Carlos Canal at 947 S.W. 122nd Avenue, Miami, Florida 33184, which is the same address as the principal address of the Corporation, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process of the above Corporation, at the place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: Juan Canal  
Juan Carlos Canal  
Registered Agent

FILED  
96 FEB 27 AM 8:53  
TALLAHASSEE, FLORIDA

P96 0000 18574

ADVANCED WEB DESIGNS, INC.  
951 S.W. 122nd Avenue  
Miami, Florida 33184  
Tele. (305) 220-9099

FILED

96 JUL -1 PM 3:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 7, 1996

100001881864  
-07/02/96--01120--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Secretary of State  
Division of Corporations  
Post Office Box 6237  
Tallahassee, Florida 32314

RE: Articles of Dissolution  
Advanced Web Designs, Inc.

Dear Sirs:

Enclosed you will find the Articles of Dissolution, in duplicate, along with our check in the amount of \$87.50, representing the filing fee plus the cost of a certified copy of the same.

For your convenience in returning the document, I have enclosed a self-addressed, postage paid envelope.

Thank you for your attention to this matter.

Sincerely,

ADVANCED WEB DESIGNS, INC.

*Juan C. Canal*

Juan C. Canal  
President

JCC:mla

Enclosures

N. HENDRICKS JUL - 9 1996

Vol. DISS.

ARTICLES OF DISSOLUTION OF  
ADVANCED WEB DESIGNS, INC.  
PURSUANT TO SECTION 607.267 OF THE  
FLORIDA GENERAL CORPORATION ACT

FILED

96 JUL -1 PM 3:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is Advanced Web Designs, Inc.
2. The names and respective addresses of its officers are as follows:

Juan C. Canal	President	710 N.W. 126th Court Miami, FL 33184
Leonardo Campaniony	Vice Pres.	10807 N.W. 7th Street Miami, FL 33172
Amaury Vazquez	Sec./Trea.	438 Grand Concourse Miami Shores, FL 33138
3. The names and respective addresses of its Directors are as follows:

Juan C. Canal	710 N.W. 126 Ct., Miami, FL
Leonardo Campaniony	10807 N.W. 7 St., Miami, FL
Amaury Vazquez	438 Grand Concourse, Miami Shores, FL
4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the corporation have been distributed to its shareholders.
6. There are no actions pending against the corporation in any court.
7. The dissolution was authorized on June 6, 1996.
8. A copy of the written consent to dissolve is attached. Such written consent has been signed by shareholders of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the corporation this 6th day of June, 1996.

Juan Canal  
Juan C. Canal, President

Amaury Vazquez  
Amaury Vazquez, Secretary

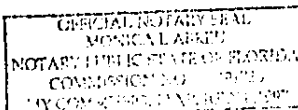
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 6th day of June, 1996 by JUAN C. CANAL, President and AMAURY VAZQUEZ, Secretary of ADVANCED WEB DESIGNS, INC., a Florida corporation, on behalf of the corporation. They are both personally known to me and they did not take an oath.

(SEAL)

Monica L. Abreu  
Notary Public, State of Florida  
Monica L. Abreu





SHAREHOLDERS CONSENT FOR DISSOLUTION  
OF  
ADVANCED WEB DESIGNS, INC.

WHEREAS, Juan C. Canal, Leonardo Campaniony, and Amaury Vazquez, are the owners and holders of all of the issued and outstanding capital stock of **ADVANCED WEB DESIGNS, INC.**, a Florida corporation; and

WHEREAS, the undersigned have examined and evaluated the purpose for which **ADVANCED WEB DESIGNS, INC.** had originally been formed, and have found that such purpose has been met, and that there is no further business purpose for **ADVANCED WEB DESIGNS, INC.** to retain its corporate existence; and

WHEREAS, the undersigned have determined that it would be advisable and in the best interest of **ADVANCED WEB DESIGNS, INC.** and Juan C. Canal, Leonardo Campaniony, and Amaury Vazquez, as the shareholders of **ADVANCED WEB DESIGNS, INC.** that **ADVANCED WEB DESIGNS, INC.** be dissolved:

NOW, THEREFORE, it is  
RESOLVED THAT;

1. Juan C. Canal, Leonardo Campaniony, and Amaury Vazquez, as shareholders of **ADVANCED WEB DESIGNS, INC.**, hereby consent, as of the date set forth below, to the dissolution of **ADVANCED WEB DESIGNS, INC.**

2. All of the assets of **ADVANCED WEB DESIGNS, INC.** will be transferred by appropriate instrument to Juan C. Canal, Leonardo Campaniony, and Amaury Vazquez, as the shareholders of **ADVANCED WEB DESIGNS, INC.**


3. **ADVANCED WEB DESIGNS, INC.** will effect a voluntary dissolution under Section 607.267 of the Florida General Corporation act.

4. Upon receipt of distribution of the assets of **ADVANCED WEB DESIGNS, INC.**, the shareholders will cancel the certificates evidencing all of the issued and outstanding shares of common stock of **ADVANCED WEB DESIGNS, INC.**

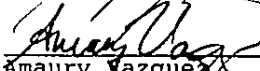
5. The officers of **ADVANCED WEB DESIGNS, INC.** are hereby authorized, empowered and directed to execute and deliver in the name of and on behalf of **ADVANCED WEB DESIGNS, INC.** deeds, assignments, bills of sale, and other instruments of transfer as may be deemed necessary or proper to carry out, perform, implement and consummate the liquidation and distribution of assets and the winding up of the corporate affairs and dissolution of **ADVANCED WEB DESIGNS, INC.**

6. The officers and directors, further, are hereby authorized, empowered and directed to do any and all acts and things necessary to carry out, perform, implement and consummate the liquidation and distribution of assets and the winding up of corporate affairs and dissolution of **ADVANCED WEB DESIGNS, INC.**, including, but not limited to, the execution of all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local governmental agency in connection with or by reason of the liquidation and dissolution of **ADVANCED WEB DESIGNS, INC.**

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 6th day of June, 1996.

  
\_\_\_\_\_  
Juan C. Canal

  
\_\_\_\_\_  
Leonardo Campaniony

  
\_\_\_\_\_  
Amaury Vazquez