

P 960000 20337

Ori Vilein
Requestor's Name
17024 SW 79 CT
Address
mia 33157
City/State/Zip Phone #

FILED
MAR 4 1996
FBI - MIAMI
MAR 4 1996
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Office Use Only

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

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 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/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F. CHESSEB MAR 6 1996

CERTIFICATE OF INCORPORATION
ARTICLE ONE

NAME

The name of this corporation shall be:

CIBELES CORPORATION

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the Laws of the United States of America and the Laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolve in accordance with the Laws of Florida, the date on which corporate existence shall begin is:

AS THE DATE OF THE INCORPORATION.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE

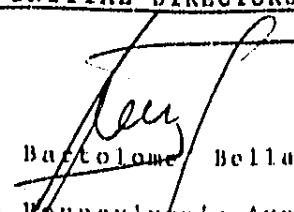
NUMBER OF DIRECTORS

This Corporation shall have at all times at least one director who is a citizen of the United States of America. The stockholders of this corporation may, from time to time, and at any given time, increase or diminish the size of the Board of directors of this Corporation, provided that the Corporation shall at all times have a minimum of one director.

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TALLAHASSEE, FLORIDA

INITIAL DIRECTORS

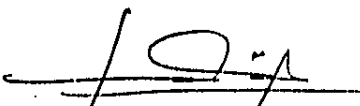
PRESIDENT:


Luis Bartolome Bellalta

ADDRESS:

1400 Pennsylvania Ave., Apt 30
Miami Beach, Florida 33139

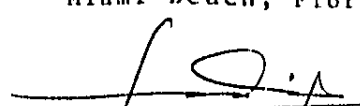
VICE PRESIDENT:


Roberto Fandino

ADDRESS:

1400 Pennsylvania Ave., Apt 30
Miami Beach, Florida 33139

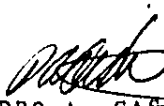
TREASURER:


Roberto Fandino

ADDRESS:

1400 Pennsylvania Ave., Apt 30
Miami Beach, Florida 33139

SECRETARY/AGENT:


~~PEDRO A. CASTRO~~

ADDRESS:

275 West 61 Street
Hialeah, Florida 33012

ARTICLE SIX

CLASSES OF DIRECTORS

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.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stocks as follows:

- A. Designation: The stock of this Corporation shall be known, as common stock.
- B. Authorized: The maximum shares of common stock that this Corporation may issue is : FIVE HUNDRED.
- C. Par Value: Each share of common stock shall have the par-value of TEN (\$10.00) DOLLARS.
- D. Consideration: Shares of common stock may be issued in exchange for cash, real 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.
- E. NON ASSESSABILITY: Each share of common stock shall be issued in exchange for consideration which is at least equal to the par-value thereof to one vote upon each proposal presented at meetings of the stock holders of the Corporation.
- F. Voting rights : Each share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stock holders of the Corporation.
- G. Cumulative Voting: No holder of common Stock shall be entitled to any right of cumulative voting.

H. Dividends: Records holders of Common Stock are entitle to receive their por-rata share of any dividends that my badeclare by the board of Directors out of assets legally available for such purpose.

I. Liquidation Rights : Holders of Common Stock are entitle in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts, and obligations.

ARTICLE NINE

SPECIAL VOTING PROVISIONS

The occurrences 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 entitle to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendement of this Certificate of Incorporation;

Required percentage; SEVENTY FIVE (75%) PERCENT

2. SALE, lease or exchange of all of this Corporation's property and assets or any property or assets of this Corporation essential to the business of this Corporation;

Required percentage; SEVENTY FIVE (75%) PERCENT

3. Merger or consolidation of this Corporation into or with any other corporation;

Required percentage; SEVENTY FIVE (75%) PERCENT

4. Voluntary dissolution of this Corporation;

Required percentage; SEVENTY FIVE (75%) PERCENT

PRE EMPTIVE RIGHTS

No holder of stock of any class of this corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase stocks of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stock holders then of record, of any class, any thereof, on the same terms or on any terms, all the pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

INDEMNIFICATION


This Corporation shall indemnify any and all of its Directors, Officers, employees or agents or former Directors, Officers, employees or agents, or any person who may have served at its request as a Director, Officer employee or agent to another Corporation, partnership, joint venture trust or other enterprises in which it owns share of capital stock, or of which it is a creditor against the expenses including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding whether civil, criminal, administrative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party by reason of his alleged acts or omission while being or having been such Director, Officer employee or agent provided it shall not be determined by a final determination thereof on the merits that such Director, Officer employee or agent 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 Director, Officer employee or agent 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 of this Corporation who were not parties to such action suit or proceedings though less than a quorum, or 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, Officer employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

SUBSCRIBER, INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICE

The undersigned individual, a United States citizen competent to contract, executes this Certificate of Incorporation as its sole subscriber and director until his successors have qualified following their election or appointment. The street address in Florida of the Principal Office of this Corporation. The Corporation may change its Principal Office at any time.

SUBSCRIBER/DIRECTOR:

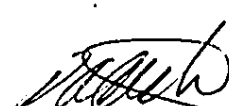

Pedro A. Castro

STREET ADDRESS / PRINCIPAL OFFICE:

275 West 61 Street
Hialeah, Fla 33012

IN WITNESS WHEREOF: the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a Corporation for profit under the laws of the State of Florida.

DATE: February 28th, 1996


PEDRO A. CASTRO

STATE OF FLORIDA)
COUNTY OF DADE) ss:

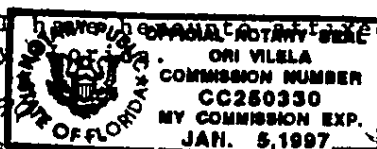
BEFORE ME, the undersigned authority, personally appeared;

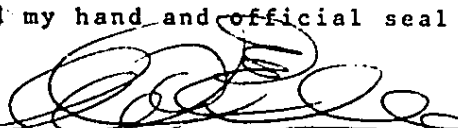
PEDRO A. CASTRO

TO ME WELL KNOWN, AND KNOWN to me to be the individual described in, and who executed the forgoing Certificate of Incorporation and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida.

DATE: February 28, 1996
My commission expires,



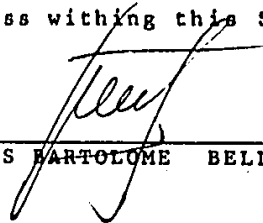

Ori Vilela

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

In pursuance of Chapter 43.091, Florida Statutes, the following
is submitted in compliance with said act;
that; LUIS BARTOLOME BELLALTA
desiring to organized under the laws of the State of Florida, with
its principal office as indicated in the Articles of Incorporation
at the city of Miami , County of Dade, State of Florida has
named;

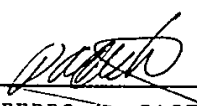
PEDRO A. CASTRO
275 West 61 Street
HIALEAH, FLORIDA 33012

as its agent to accept service of process withing this State



LUIS BARTOLOME BELLALTA

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



PEDRO A. CASTRO

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TALLAHASSEE, FLORIDA