# CAPITAL CONNECTION, INC. 117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Port Office Box 10349, Tallahassee, rl. 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222 Capital Express TALLAHASSEE, FL ORIDA Art. of Inc. File Corp. Record Search Ltd. Partnership File Ltd. Partnership File Foreign Gorp. File

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THANK YOU from

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# CERTIFICATE OF INCORPORATION

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OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

### CUVENSA.INC.

The undersigned hereby subscribes this Conficulty of incorporation for the purpose of forming a corporation under de laws of the State of Florida, subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be:

**CUVENSA,INC** 

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States, and of the State of Florida.

# ARTICLE THREE

The maximum number of shares of stock which the Corporation will have outstanding at any time shall be 500 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

# ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$500.00 (Five hundred and 00/100 @\_flars)

# ARTICLE FIVE

This corporation shall have perpetual existence.

### ARTICLE SIX

Initially the principal office of the corporation shall be located at 1421 Messina, Coral Gables, Florida. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

### ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be four directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

## **ARTICLE EIGHT**

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected of appointed and have qualified are as follows:

BOARD OF DIRECTORS

LUIS PEREZ MENA President

AMADOR ARENCIBIA Vice-- President

AMADOR ARENCIBIA, Jr. General Manager

## ARTICLE NINE

The names and post office addresses of the officers of this corporation

are:

LUIS PEREZ MENA Prosident AMADOR ARENCIBIA Vice -- President

AMADOR ARENCIBIA,Jr. General Manager

1421 Messina, Coral Gables, Fl. 33134

# **ARTICLE TEN**

The name and post office address of each subscriber to these Articles of incorporation are:

JOAQUIN CALVAR 2220 S.W. 89th, Ave., Miami, Fl. 33165

## ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

### ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

# ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except inside by laws of the Board of Directors provide. All holders of common stock shall have the same rights wheter their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issummentage of.

### ARTICLE FOURTHER.

This corporation shall designate Jeaquin Calcai with offices located at 2220 S.W. 89th. Av., Miami, Fl 33165 as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law IN WITNESS WHEREOF, the undersigned incorporators have hereunte set their

hand, and affixed their soal on this 15th. Day of February 1996,

JOAQUIN CALVAR

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Joaquin Calvar who after first having been duly sworn, executed the foregoing Certificate of Incorporation of DANIC, INC. freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and oldicial seal at Miami, Dade County, Florida this 15th. Day of February 1996.

OFFICIAL NOTARY SEAL
VICTORIA BLANCO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC373237
MY COMMISSION EXP. JUNE 10,1998

Victoria Blanco

Notary Public State of Florida My Commission Expires

2-21-1996

Personally known

\_\_ or produced identification

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OBM 1:38 DOMICILE FOR THE SERVICE OF PROCESS WITHIN STATE NAMING AGENT UPON WHOM PHOCESS MAY REPERVEDATE TALLAHASSES, FLORIDA

In pursuance of Chapter 49,091, Florida Statutes, the following is submitted in compliance with said act:

CUVENSA,INC, desiring to organize under the laws of the Glate of Florida with its principal office, as indicated in the Articles of Incorporation as the city of Miami, County of Dade, State of Florida has named Jeaquin Calvar with offices at 2220 S.W. 89th. Ave., Miami, Florida 33165.

Having named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Joaquin Calvar