

9

3:34 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
1400 PENNSYLVANIA STREET
TALLAHASSEE, FL 32301
FAX: (904) 922-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DEEPER SPOT, INC.
FAX AUDIT NUMBER: H90000005202
DATE REQUESTED: 04/15/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 9
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:34:05
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255
((H90000005292))

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H90000005292))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:10:t

FILED
65 APR 15 PM 5:05
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

4/16

65 APR 15 PM 5:05

65 APR 15 PM 5:05

65 APR 15 PM 5:05

9

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this Corporation shall be:

BREWER SPOT, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERMS OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which corporate existence shall begin is 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.

COSME J. DE LA TORRIENTE,
ESQ. P.A.
808 FONCE DE LEON BLVD.
SUITE #1040
CORAL GABLES, FL 33134
(305) 441-1000
(FAX) 441 2811

FLORIDA BAR NO:
191728

FILED
36 MAR 15 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

146000005294

146000005294

446000005292

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a resident of the United States of America. The stockholders of this Corporation may, from time to time, and at any 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.

The names and addresses of the initial Directors of this Corporation are:

YOLANDA DIEZ

President/Secretary/Director
5226 N.W. 7TH STREET, UNIT B-309
MIAMI, FLORIDA 33126

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.

446000005292

ARTICLE SEVEN

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

446000005292

ARTICLE EIGHT

CAPITAL STOCK

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

A. Designation: The stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is:

7,500 Shares

C. Par Value: Each Share of Common Stock shall have the par value of:

\$1.00 each

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or in the absence of fraud 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, and shall be fully paid and non-assessable.

F. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled, 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.

446000005292

ARTICLE NINE

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 of another Corporation, partnership, joint venture, trust or other enterprise, in which its own shares or 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 or investigative (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 of 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 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 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, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

6500005242

44-00005292

1. Amendment of this Certificate of Incorporation.

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

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

4. Voluntary dissolution of this Corporation.

5

44-1600005292

ARTICLE ELEVEN

PREEMPTIVE RIGHTS

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

ARTICLE TWELVE

PERCENTAGE OF SHARES

The names and addresses of each subscriber to the Articles of Incorporation and the number of shares which each of them agrees to take are as follows:

Name: YOLANDA DIEZ

Address: 5226 N.W. 7TH ST., UNIT B-309
MIAMI, FLORIDA 33126

Number of Shares: 500

44-1600005292

SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, competent to contract, executes this Certificate of Incorporation as sole subscriber and initial Director. The undersigned individual shall hold office as a Director until his successors have qualified, following their election or appointment. The initial street address in Florida of the Principal Office of this Corporation shall be:

The Corporation may change its Principal Office at any time.

SUBSCRIBER/DIRECTOR: YOLANDA DIEZ

STREET ADDRESS/PRINCIPAL OFFICE: 6226 N.W. 7 ST., APT B-309
MIAMI, FLORIDA 33126

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: 4/15/96

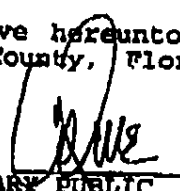

YOLANDA DIEZ

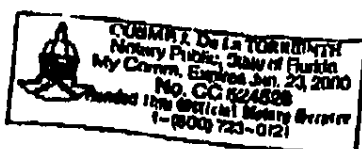
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared YOLANDA DIEZ, to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that she same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 15 day of APRIL, 1996.

My commission expires:


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



4400005292

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

IN PURSUANCE of Chapter 48,091, Florida Statutes, the
following is submitted in compliance with said Act:

First - That BEESPER SPOT, 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,
County of Dade, State of Florida, has named:

Cosme de la Torreiente, Esq.
999 Ponce de Leon, Suite 1040
Coral Gables, Florida 33134

as its agent to accept services of process within the State.

Having been named to accept service of process for the above
stated Corporation, at 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.


COSME DE LA TORRIENTE, ESQ.

44000005292

496000005292

SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, competent to contract, executes this Certificate of Incorporation as sole subscriber and initial Director. The undersigned individual shall hold office as a Director until his successors have qualified, following their election or appointment. The initial street address in Florida of the Principal Office of this Corporation shall be:

The Corporation may change its Principal Office at any time.

SUBSCRIBER/DIRECTOR: YOLANDA DIEZ

**STREET ADDRESS/PRINCIPAL OFFICE: 8226 N.W. 7 ST. APT B-309
MIAMI, FLORIDA 33126**

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: 4/15/96

Yolanda Diez
YOLANDA DIEZ

FILED
96 APR 15 PM 5:59
NOTARY PUBLIC
STATE OF FLORIDA

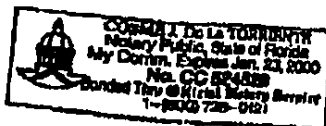
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared YOLANDA DIEZ, to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 15 day of APRIL, 1996.

My commission expires:

Carla
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



496000005292