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DIVISION OF CORPORATIONS
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(((H96000005437))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AMERICAS PROJECT, CORP.
FAX AUDIT NUMBER: H96000005437
DATE REQUESTED: 04/17/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 7
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:00:54
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003256
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EXPIRATION DATE
4-12-96

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82 APR 17 PM 5:19

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Jaime M. Lasso, Esq.
782 N.W. Le Jeune Rd., Suite 440
Miami, Florida 33126/Tel. (305) 445-0554
Florida Bar No. 922663

**ARTICLES OF INCORPORATION OF
AMERICAN PROJECT, CORP.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

EFFECTIVE DATE
11-19-96

Article I. NAME

The name of this corporation is: American Project, Corp.

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is one thousand (1,000.00), all of which shall be common shares with a par value of one hundred dollars (\$100.00).

Article V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

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this corporation of the same kind, class or series as that which she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others).

Article VI. INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The name and address of the initial Registered Agent and principal office address of this corporation is:

Initial Registered Agent

Jilma M. Lasso, Esq.
782 N.W. Le Jeune Rd.
Suite 440
Miami, Florida 33126

Principal Office Address

10250 S.W. 56 Street
Miami, Florida 33165

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially who shall serve until their successors, if any, are selected at the annual meeting of the shareholders. The number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by laws but shall never be less than two. The name and addresses of the initial Directors of this corporation are:

Ricardo Lasso
Address:
10250 S.W. 56 St.
Miami, FL. 33165

Antonio Iglesias
Address:
10250 S.W. 56 St.
Miami, FL. 33165

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Article VII. INITIAL OFFICERS

The name and address of the initial officers of this corporation are:

President: Ricardo Lasso
Address: 10250 S.W. 56 Street
Miami, Florida 33165

Vice President: Antonio Iglesias
Address: 10250 S.W. 56 Street
Miami, Florida 33165

Secretary: Dania del C. Lasso
Address: 10250 S.W. 56 Street
Miami, Florida 33165

Treasurer: Marcia E. Iglesias
Address: 10250 S.W. 56 Street
Miami, Florida 33165

Article IX. INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Ricardo Lasso
Address:
10250 S.W. 56 St.
Miami, FL. 33165

Antonio Iglesias
Address:
10250 S.W. 56 St.
Miami, FL. 33165

Article X. BY LAWS

The power to adopt, alter, amend or repeal the by laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or

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otherwise transferred to other persons unless first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE.

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12th day of April, 1996.

Witness

John M. Lasso

Ed Zupis

Ricardo Lasso

Antonio Iglesias

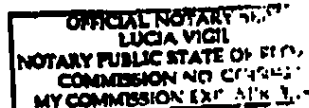
State of Florida)
County of Dade)

BEFORE ME, the undersigned authority, personally appeared Ricardo Lasso and Antonio Iglesias to me known to be the persons who executed the foregoing Articles of Incorporation or who produced Florida Driver Licenses as identification and they acknowledged before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of April, 1996.

Lucia Vigil
NOTARY PUBLIC
State of Florida at Large

My commission expires:
April 3, 1999



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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Chapter 607.34 Florida Statutes, the following is submitted in compliance with said Act:

First, Americas Project, Corp., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named Jilma M. Lasso, Esq., whose office is located at the Ocean Bank Building, 782 N.W. Le Jeune Rd., Suite 440, Miami, Dade County, Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been 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.

By: Jilma M. Lasso
Jilma M. Lasso, Esq.

FILED
36 APR 17 PM 5:19
SECRETARY OF STATE
ALLAHUDDIN

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