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FLORIDA DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE NET COMPANY  
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CONTACT: RAY STORMONT  
PHONE: (305) 641-3694  
FAX: (305) 641-3770

((H96000005409)))

DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: DINOSUCA DUTY-FREE, INC.

FAX AUDIT NUMBER: H96000005409

CURRENT STATUS: REQUESTED

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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Morham  
Secretary of State

April 19, 1996

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: DINOSUCA DUTY-FREE, INC.**  
**REF: W96000008473**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

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(6)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
DINOSUCA DUTY-FREE, INC.

ARTICLE I  
NAME

The name of the corporation is DINOSUCA DUTY-FREE, INC.  
and the mailing address is 9300 N.W. 58 ST Suite 208 MIAMI, FL  
33176

ARTICLE II  
NATURE OF BUSINESS

This corporation is being formed for the following  
purposes: IMPORTATION & EXPORTATION

To conduct any and all business activities permitted  
by the laws of the State of Florida.

To generally have and exercise all powers, rights and  
privileges necessary, suitable, convenient of proper for the  
accomplishment of any of the purpose or the attainment of any  
or all of the objects hereinbefore enumerated or incidental to  
the purposes and power herein named for the enhancements of the  
value of the property of the corporation or which at any time  
appear conducive there to or expedient.

ARTICLES III  
TERMS OF EXISTENCE

This corporation shall have perpetual existence unless  
sooner dissolved in accordance with the laws of the State of  
Florida. The date in which corporate existence shall begin is the  
date on which these articles of incorporation are filed with the  
Secretary of State Of the State of Florida.

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Jose Nae  
Accountant & Management  
3899 N.W. 7th St. #203  
Miami, FL 33126  
(305) 541-3980

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#### ARTICLE IV

##### CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered of Corporation is 9805 NW 52 ST APT. # 120, Miami, FL 33178 and the name of the initial registered agent of this Corporation is CYNTHIA RUIZ

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This Corporation shall have Three (3) Directors initially. The number of directors may be either increased or diminished from time to time by-law, but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) of this Corporation are:

CARLOS A. RUIZ	9805 NW 52 ST APT. 120 MIAMI, FL 33178
OMAR CONTRERAS	3500 MYSTIC POINT DR. TOWER 400 APT. 608 MIAMI, FL 33180
CYNTHIA RUIZ	9805 N.W. 52 ST APT. 120 MIAMI, FL 33178

#### ARTICLES VII

##### OFFICERS

The officers of the corporation shall be as followed:

CARLOS A. RUIZ	PRESIDENT	
OMAR CONTRERAS	VICE-PRESIDENT	50 SHARES
CYNTHIA RUIZ	SECRETARY	50 SHARES

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# ARTICLE VIII

## AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

# ARTICLE IX

## POWERS

This Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act.

# ARTICLE X

## DIVIDENDS

Dividends Payable in shares of any class may be paid to holders of shares of any other class.

# ARTICLE XI

## INDEMNIFICATION

This Corporation Shall indemnify any and all of its Directors, officers, Employees or agents or former Directors, officers, employees or agents or any persons who may have served at its request as a Director, officers, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and 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 being or having been a Director, officer, employee or agent as therein provided. 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 he may be lawfully granted.

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## INCORPORATION

**CARLOS A. RUIZ**

**OMAR CONTRERA**

**CYNTHIA RUIZ**

**Dated:**

undersigned subscribers have executed  
ration.

STATE OF FLORIDA )

COUNTY OF DADE

IN WITNESS WHEREOF, I have hereunto set hand and affixed my official seal, in the State of County aforesaid, this \_\_\_\_\_ day of \_\_\_\_\_, A.D., 19\_\_\_\_.

**My commission expires:**

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CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.001, Florida Statutes, the following is submitted in compliance with said Act:

That DINORUCA DUTY-FREE, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named to Mrs. CYNTHIA RUIZ 8808 N.W. 52 ST APT. # 120, MIAMI, FL 33178 as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

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.

Sec. Cynthia C. Ruiz

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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