

P96000039601

Efrain Dominguez

• ATTORNEY AT LAW

11410 N. KENDALL DRIVE

SUITE 308, BLDG. B

MIAMI, FL 33176

TEL. (305) 596-2454

FAX (305) 596-2411

April 10, 1996

Division of Corporations
P.O. Box 0327
Tallahassee, Florida 32317

Attention: New Filing

Re: ROGIL INTERNATIONAL, CORP.

Gentlemen:

I am enclosing two original copies of Articles of Corporation and Certificate of Resident Agent together with my check in the sum of \$122.50 representing the filing fees. Please file the enclosed articles and return as soon as possible.

Very truly yours,



EFRAIN DOMINGUEZ
ED/nis
Encls: 3

AL MAY - 0 1996

200001785612
-04/18/96--01058--017
****122.50 ****122.50

W96-8676

96 MAY -2 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1996

EFRAIN DOMINGUEZ, ESQ.
11410 N. KENDALL DRIVE
SUITE 302, BLDG. B
MIAMI, FL 33176

SUBJECT: ROGIL INTERNATIONAL CORP.
Ref. Number: W96000008676

We have received your document for ROGIL INTERNATIONAL CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 196A00018999

Efrain Dominguez

ATTORNEY AT LAW

11410 N. KENDALL DRIVE
SUITE 302, BLDG. B
MIAMI, FL 33176

TEL. (305) 596-2454
FAX (305) 596-2411

April 29, 1996

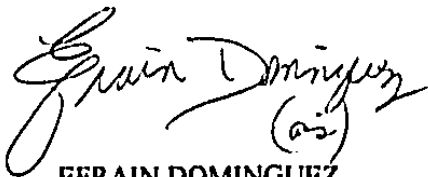
Ms. Agnes Lunt
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Rogil International Corp.

Dear Ms. Lunt:

I am enclosing Certificate of Incorporation for the above with reference to your letter dated April 23 which is enclosed. Thank you for your courtesy and cooperation.

Very truly yours,

A handwritten signature in cursive script that reads "Efrain Dominguez". Below the signature, the initials "(as)" are written in a smaller, less stylized cursive.

EFRAIN DOMINGUEZ

ED/ais

Enclosures:

CERTIFICATE OF INCORPORATION

OF

ROGIL INTERNATIONAL, CORP.

FILED

95 MAY -2 PM 2:35

STATE OF FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do by this certificate set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation")

ROGIL INTERNATIONAL, CORP.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To own, operate, manage, maintain, sell, barter, trade, purchase, rent, lease or exchange anything to do with owning, operating an import and export company and for any further acquisitions.

(b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including without limitation, all types of stocks, bonds, debentures, origination's or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts, or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner,

including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect to said stocks or other securities, to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

(c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all interests or rights therein without limits as to amounts, to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(d) To carry on the business of holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

(e) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature to won and operate boats, botalines, bridges and dredges, to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction.

(f) To engage in the sales and commission business in the representation of factories, wholesalers and business which require the use and services of a sales and commissions agency, as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

(g) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

(h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to build, furnish, equip, construct and repair buildings and to carry on the general contracting and construction business; to have all the powers conferred upon such corporation to carry on any business in connection with and incident to the foregoing under the laws of the State of Florida or any other State.

(I) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into One Thousand (1,000) shares of stock of no par value per share, all of one class, namely, Common Stock, and having an aggregate no par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be no less than One Hundred Dollars (\$100.00).

ARTICLE V

The principal place of business of the Corporation shall be at 11219 SW 114 Lane, Circle Miami, Florida 33176 with privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The name and post office address of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

Director: VIVIANA M. GIL
11219 SW 114 Lane Circle
Miami, Florida 33176

FRANCISCO J. ROBLEDO
11219 SW 114 Lane Circle
Miami, Florida 33176

ARTICLE VIII

The number of directors of the Corporation shall be:

Two (2)

ARTICLE IX

The names and post office address of the President, Secretary and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

President: FRANCISCO J. ROBLEDO
11219 SW 114 Ln Circle
Miami, Florida 33176

Secretary & Treasurer:

VIVIANA M. GIL
11219 SW 114 Ln Circle
Miami, Florida 33176

ARTICLE X

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

VIVIANA M. GIL
11219 SW 114 Lane Circle
Miami, Florida 33176

500 Shares

FRANCISCO J. ROBLEDO
11219 SW 114 Lane Circle
Miami, Florida 33176


500 Shares

Total Shares: One Thousand (1000) Shares, all of the proceeds of which will amount to at least One Thousand Dollars (\$1,000.00).

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledge to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation, this 15th day of April, 1996.



FRANCISCO J. ROBLEDO (SEAL)



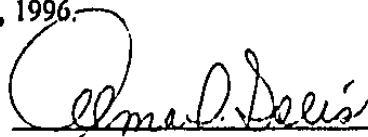
VIVIANA M. GIL (SEAL)

STATE OF FLORIDA

COUNTY OF DADE

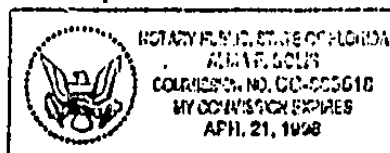
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared FRANCISCO J. ROBLEDO and VIVIAN M. GIL who are personally known by me or produced a Drivers License as identification and each severally acknowledged before me that they signed the foregoing Certificate of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal at the City of Miami, County of Dade, State of Florida, this 15th day of April, 1996.



Notary Public State of Florida at large

My Commission Expires:



ms.word\Rogil.cor

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

IN COMPLIANCE WITH SECTION 48.901, FLORIDA STATUTES THE
 FOLLOWING IS SUBMITTED:

FIRST THAT: **ROGIL INTERNATIONAL, CORP.**
(name of the Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED EFRAIN DOMINGUEZ, ESQ. LOCATED AT 11410 N. KENDALL DRIVE, SUITE 302, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

(CORPORATE OFFICER)

TITLE

President

DATE _____

4/6/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

(REGISTERED AGENT)

DATE _____

4/16/96