

P9.6.0000 45141

Juan Eduardo Santos Toledo
1721 S. W. 137th Place
Miami, Florida 33175

FILED
56 MAY 28 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 10th 1996

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

100001821111
-05/14/96--01122--006
****122.50 ****122.50

RE: Incorporation of E.S. EXPRESS CORPORATION

Attached please find check for \$122.50 to cover incorporation fees of subject corporation.

I am also attaching an extra copy of the articles of incorporation and designation of resident agent with the request that you return to me a certified copy of said Articles.

Please mail whichever documents are involved in this registration from now on to

MR. JOSE R. JIMENEZ
7640 N.W. 25th STREET
SUITE # 114
MIAMI, FL 33122-1704

Thanking you in advance for your help, I remain,


Juan Eduardo Santos Toledo

~~596 10612~~
~~502~~

K CHESSEY MAY 28 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

May 20, 1996

JOSE R JIMENEZ
7640 NW 25 STREET
SUITE 114
MIAMI, FL 33122-1704

SUBJECT: E.S. EXPRESS CORPORATION
Ref. Number: W96000010612

of Westbrooke Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 996A00024876

5/23/96

*Please
reprocess!*

TH JH.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
E. S. EXPRESS CORPORATION OF WESTBROOKE, INC.

THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES, A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION IS: E. S. EXPRESS CORPORATION OF WESTBROOKE, INC.

ARTICLE II - NATURE OF BUSINESS

- 1) TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, TO OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF, TO INVEST IN, TRADE IN, DEAL IN AND WITH GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY, AND SERVICES OF EVERY CLASS, KIND AND DESCRIPTION WHEN PROPERLY LICENSED AND AUTHORIZED BY THE STATE TO OPERATE IN THOSE ACTIVITIES IN WHICH SUCH LICENSING AND AUTHORIZATION IS MANDATORY.
- 2) TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, MORTGAGE, SELL, CONVEY, LEASE, OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY, INCLUDING FRANCHISES, PATENTS, COPYRIGHTS, TRADEMARKS AND LICENSES, IN THE STATE OF FLORIDA AND IN ALL OTHER STATES AND COUNTRIES.
- 2) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCE OF INDEBTNESS, AND TO EXECUTE SUCH MORTGAGES, TRANSFER OF CORPORATE PROPERTY, OR OTHER INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTNESS AS REQUIRED.
- TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.
- 3) TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE, OR OTHERWISE ACQUIRE OR DISPOSE OF THE SHARES OF CAPITAL STOCK OF, OR ANY BONDS, SECURITIES, OR OTHER EVIDENCE OF INDEBTNESS CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA OR ANY OTHER STATE, GOVERNMENT OR COUNTRY, AND WHILE OWNER OF SUCH STOCK TO EXERCISE ALL RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

ARTICLE III - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: TEN THOUSAND SHARES OF COMMON STOCK WITH A PAR VALUE OF \$1.00 EACH.



ARTICLE IV - INITIAL CAPITAL

THIS CORPORATION WILL BEGIN BUSINESS WITH 1,000 SHARES OF CAPITAL.

ARTICLE V - TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLES VI - ADDRESS

THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

1721 S. W. 137TH. PLACE
MIAMI, FLORIDA 33175.

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE NO MORE THAN ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLES VIII - INITIAL DIRECTOR (INCORPORATOR)


THE NAME AND POST OFFICE ADDRESS OF THE INITIAL DIRECTOR IS:

NAME	ADDRESS
JUAN EDUARDO SANTOS TOLEDO	1721 S. W. 137TH. PLACE MIAMI, FL 33175

ARTICLE IX - SUBSCRIBER

THE NAME AND POST OFFICE ADDRESS OF THE INITIAL SUBSCRIBER, THE NUMBER OF SHARES SUBSCRIBED AND THE CONSIDERATIONS THEREOF IS THE FOLLOWING:

NAME: JUAN EDUARDO SANTOS TOLEDO
ADDRESS: 1721 S. W. 137TH. PLACE, MIAMI, FL 33175
SHARES: 1,000
CONSIDERATION: \$ 1,000.00



ARTICLE X AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.



JUAN EDUARDO SANTOS TOLEDO

DATE: MAY 10, 1996.



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

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTE, THE
FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

E. S. EXPRESS CORPORATION OF WESTBROOKE, 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, DADE COUNTY, STATE OF
FLORIDA, HAS NAMED

JUAN EDUARDO SANTOS TOLEDO
1721 S. W. 137TH. PLACE
MIAMI, FL 33175

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 28 PM 1:50

FILED

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 PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID
OFFICE.

Juan P. Santos
RESIDENT AGENT