

P96000052376

FERNANDEZ  
9332 HARDING AVE.  
SOUTH SEBE, FL 33154

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1 \_\_\_\_\_  
(Corporation Name) (Document #)

2 \_\_\_\_\_  
(Corporation Name) (Document #)

3 \_\_\_\_\_  
(Corporation Name) (Document #)

4 \_\_\_\_\_  
(Corporation Name) (Document #)

RECEIVED  
JUN 17 1996  
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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JUN 17 PM 3:21

APR JUN 19 1996

**ARTICLES OF INCORPORATION  
OF**

**S P I F Investment, Inc.**

FILED  
96 JUN 17 PM 3:22

CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**S P I F Investment, Inc.**

The initial principal place of business of this corporation is:

**9332 Harding Avenue  
Surfside, Florida 33154**

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States of America, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at a par value of \$1.00 (one dollar) each.

**ARTICLE IV  
INDEMNITY**

The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation

as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

#### **ARTICLE V. ADDRESS**

The street address of the initial registered office of the corporation shall be

**9332 Harding Avenue  
Surfside, Florida 33154**

and the name of the registered agent of the corporation at that address is

**Fabian Fernandez**

#### **ARTICLE VI TERM OF EXISTENCE**

The corporation is to exist perpetually.

#### **ARTICLE VII. OFFICERS AND DIRECTORS**

This corporation shall have one director, initially. The name and street address of the initial director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

**Fabian Fernandez  
9332 Harding Avenue  
Surfside, Florida 33154**

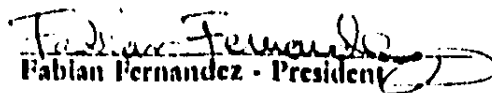
#### **ARTICLE VIII INCORPORATOR & REGISTERED AGENT**

The name and street address of the incorporator to these Articles of Incorporation is:

**Fabian Fernandez**  
**9332 Harding Avenue**  
**Surfside, Florida 33154**

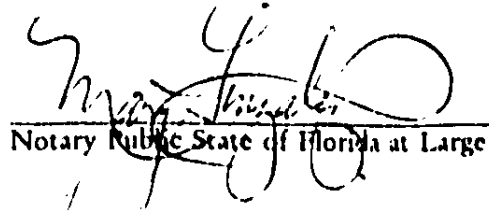
I, the undersigned, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this Thursday, June 6, 1996.

  
**Fabian Fernandez - President**

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this Thursday, June 6, 1996.

  
Notary Public State of Florida at Large

**MARY GONZALEZ**  
Notary Public, State of Florida  
My Commission Expires March 3, 1997  
Commission No. 00762735

FILED  
96 JUN 17 PM 3:22  
NOTARY PUBLIC

P96000052376

SPIF INVESTMENT  
9332 HARDING AV;  
SURFIDE, FL 33154

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SPIF Investment Inc. (Corporation Name) Amend (Document #) 898001960199  
-10/01/96--01007--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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<input type="checkbox"/>	Merger

FILED  
26 OCT - 1 AM 9 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

10/3/96  
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Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

SPIE INVESTMENT, INC.

FILED  
96 OCT -1 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\_\_\_\_\_  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMENDMENT ADDING OFFICERS OF THE CORPORATION  
MEETING TOOK PLACE 7/11/96 & THE FOLLOWING  
WERE ELECTED AS VICE-PRESIDENTS:

IVAN FERNANDEZ  
SERGIO FERNANDEZ

THE FOLLOWING WAS ELECTED AS SECRETARY:  
PATRICIA FERNANDEZ

FABIAN FERNANDEZ IS THE PRESIDENT.

(SEE COPY OF MINUTES ATTACHED)

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 7-11-96

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 7th day of July, 19 96

Signature

Fabian Fernandez

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

FABIAN FERNANDEZ

Typed or printed name

PRESIDENT

Title

MINUTES OF ORGANIZATION MEETING OF  
INCORPORATORS AND DIRECTORS

OF

SPIF INVESTMENT, INC.

The organization meeting of the Incorporators and Directors named in the Articles of Incorporation of the above-described corporation, was held at 4332 HARDING AVE., SURFSEDE, FL 33154

on the 11TH day of JULY, 1996, at 4:30 o'clock P.M.  
an Incorporator, named in the Articles of Incorporation, called the meeting to order.

FABIAN FERNANDEZ was nominated and elected Chairman and acted as such until relieved by the President.

PATRICIA FERNANDEZ was nominated and elected temporary Secretary, and acted as such until relieved by the permanent Secretary.

The Secretary then called the roll and found that the following Incorporators and Directors named in the Articles of Incorporation were present in person:

FABIAN FERNANDEZ

The Secretary then presented and read to the meeting a Waiver of Notice of Meeting, subscribed to by all the Directors of the Corporation, and it was ordered that it be appended to the Minutes of this meeting.

The Secretary then presented and read to the meeting a copy of the Articles of Incorporation of the Corporation and reported that on the 17th day of JUNE, 1996, the original thereof was duly filed by the office of the Secretary of State of the State of Florida.

Upon motion duly made, seconded and carried, it was RESOLVED, that said report be adopted and the Secretary is directed to append to these minutes a copy of the Articles of Incorporation.

The following were duly nominated and, a vote having been taken, were elected officers of the Corporation to serve for a period of ONE years and until such time as their successors are duly elected and qualified:

Chairman:

President: FABIAN FERNANDEZ

Vice President: IVAN FERNANDEZ - SERGIO FERNANDEZ

Secretary: PATRICIA FERNANDEZ

Treasurer:



The President and Secretary thereupon assumed their respective offices in place and stead of the temporary Chairman and the temporary Secretary.

The President presented and read, Article by Article, the proposed By-Laws for the conduct and regulation of the business and affairs of the Corporation as prepared by counsel for the Corporation.

Upon motion duly made, seconded and carried, they were adopted and in all respects, ratified, confirmed and approved, as and for the By-Laws of this Corporation.

The Secretary was directed to cause them to be inserted in the Minutes Book of the Corporation.

Upon motion duly made, seconded and carried, it was

RESOLVED, that the seal now presented at this meeting, an impression of which is directed to be made in the margin of the minute book, be and the same hereby is adopted as the Seal of this Corporation, and further

Seal

RESOLVED, that the President and Treasurer be and they hereby are authorized to issue certificates for shares in the form as submitted to this meeting and appended to the minutes of this meeting, and further

RESOLVED, that the share and transfer book now presented at this meeting be and the same hereby is adopted as the share and transfer book of the Corporation. The Secretary was directed to attach a form of stock certificate to these Minutes.

Upon motion duly made, seconded and carried it was

RESOLVED, that the Treasurer be and hereby is authorized to open a bank account in behalf of the corporation with

BARNETT BANK  
located at 1108 KANE CON COURSE, BAY HARBOR ISLANDS, FL 33154  
and a resolution for that purpose on the printed form of said bank was adopted and was ordered appended to the minutes of this meeting.

RESOLVED, that the Treasurer was directed to pay in full, from the corporate funds, the expenses of organizing the Corporation, approval for payment being given to the statement for professional services rendered by counsel for the Corporation.

The Directors named in the Articles of Incorporation then tendered their resignations, effective upon the adjournment of this meeting. Upon motion duly made, seconded and adopted, said resignations were accepted and ordered spread upon the Minutes.

Upon motion duly made, seconded and carried, the following named persons were elected as Directors, of the Corporation each to hold office until the first annual meeting of Shareholders, and until a successor of each shall have been elected and qualified.

FABIAN FERNANDEZ

IVAN FERNANDEZ

PATRICIA FERNANDEZ

The Chairman then stated that

the subscriber(s) to the stock of the Corporation have submitted to the Corporation and executed assignment of all rights to subscribe to the capital stock of the Corporation in favor of

Upon motion duly made and seconded, it was  
RESOLVED, that the Board of Directors finds that the assignment of subscription is in proper form and that it shall be accepted by the Board of this Corporation as submitted.

There was presented, to the Corporation, the following offer(s) to purchase shares of capital stock:

<u>FROM</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
FABIAN FERNANDEZ	400	\$ 1.00
IVAN FERNANDEZ	300	\$ 1.00
PATRICIA FERNANDEZ	300	\$ 1.00

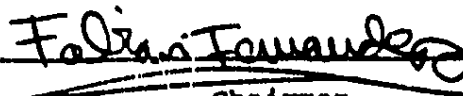
RESOLVED, that the Board of this Corporation has determined that the consideration offered was of value of at least equal to the full value of the stock to be issued therefor; that each such offer be therefor accepted and that upon delivery, in full, to the Corporation of the consideration offered, then an appropriate stock certificate be issued in favor of each offeror as soon as possible to reflect ownership of the shares so purchased and that each offeror thereupon constitute the stockholders of this Corporation.

FURTHER RESOLVED, that the signing of these minutes shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

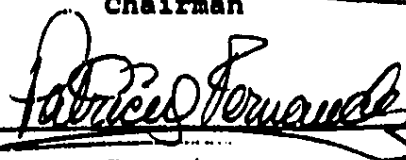
There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

DATED:

7-11-96



Chairman



Secretary

A true copy of each of the following papers referred to in the foregoing Minutes is appended hereto.

Waiver of Notice of Meeting  
Articles of Incorporation  
By-Laws  
Specimen Certificate of Shares  
Resolution Designating Depository of Funds

WAIVER OF NOTICE OF ORGANIZATION MEETING  
OF DIRECTORS AND INCORPORATORS  
OF

SPIE INVESTMENT, INC.

We, the undersigned, being all of the Directors and Incorporators named in the Articles of Incorporation of the above-described corporation, do hereby waive all notice of the Organization Meeting of the above-described Corporation. We further hereby agree and consent that the Organization Meeting of the Board of Directors be held on the date and at the time and place stated below for the purpose of adopting by-laws, electing officers and transacting such other business as may come before the meeting.

Place of meeting: 9332 HARDING AVE. SURFSIDE, FL 33154

Date of meeting: 7-11-96

Time of meeting: 4:30 p.m.

DATED: 7-11-96

Fabian Fernandez  
Director/Incorporator

\_\_\_\_\_  
Director/Incorporator

\_\_\_\_\_  
Director/Incorporator