PUBLIC ACCE S SYSTEM SHEET COTROLO FILING COVER SHEET CORP. TO: DIVISION OF CORPORATIONS DEPARTMENT OF STATE 1492 W FLAGLER ST BUITE 200 STATE OF FLORIDA 409 EAST GAINES STREET MIAMI FL 33135-TALLAHABBEE, FL 32399 CONTACT: RAY STORMONT FAX: (904) 922-4000 PHONE: (305) 541-3694 FAX: (305) 541-3770 (((H90000C09188))) FLORIDA PROFIT CORPORATION OF P.A. DOCUMENT TYPE: NAME: PM NOON INVESTMENTS, INC. FAX AUDIT NUMBER: H98000009188 CURRENT STATUS: REQUESTED DATE REQUESTED: 07/02/1996 TIME REQUESTED: 13:37:43 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 072450003255 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document. (((H96000009188))) \*\* ENTER 'M' FOR MENU. \*\* ENTER SELECTION AND (CR): M Help F1 Option Menu F2 NUM CAPS Connect: 00:18:1

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# ARTICLES OF INCORPORATION OF I'M NOON INVESTMENTS INC.

Proposed by: Manuel M. Arvesu, Ecq. (Fl. Ber #9525294) 2000 S. Dixie Highway, Sutte 200 Minmi, Florida 33133 (305) 854-3630

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#### ARTICLES OF INCORPORATION

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#### PM NOON INVESTMENTS, INC.

96 JUL -2 FIL 4. 14 SECRETARY OF STATE TALLAMASSIE, F. ORID.

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

#### ARTICLE I

NAME

The name of this corporation is PM NOON INVESTMENTS, INC. .

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

INCORPORATION

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

#### ARTICLE IV

#### PURPOSES

The general purpose for which the corporation is initially organized is:

To engage in such lawful business for which corporations may be incorporated
under the Florida General Corporation Act.

#### **ARTICLE V**

#### AUTHORIZED SHARES

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock each having no par value.

#### ARTICIJE.YI

## INDEMNIFICATION OF DIRECTORS. OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. <u>Indemnification in Accordance with Bylaws</u>. The Corporation shell indomnify its officers, Directors, employees and agents against Habilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporations's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporations's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporations's Board of Directors.

Section 2. <u>Effect of Modification</u>. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversally affect any right to protection of a Director, officer, amployee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. <u>Liability Insurance</u>. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, amployee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indomnify him against liability under the provision of this Article.

Section 4. No Rights of Subrogation. Indemnification becaused and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the hairs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification becaused or under the Corporation's Bylaws.

#### ARTICLE VII

#### REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation in the State of Florida is 2000 South Dixie Highway, Suite 200, Miami, Florida 33133.

The name of the initial registered agent at such address is MANUEL M. ARVESU, ESO.

#### ARTICLE VIII

#### INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) member.

The initial Director and their address is:

NAME

**ADDRESS** 

Jose Betancourt, President

o/o Manuel M. Arvess, P.A. 2000 South Dirio Highway, Suite 200 Miami, Florida 33133

Asteria Betancourt, Secretary

c/o Masual M. Arvess, P.A. 2000 South Disis Highway, Suite 200 Miami, Florida 33133

## ARTICLE IX INCORPORATOR

The name and street address of the incorporator is:

NAME Manuel M. Arvesu ADDRESS 2000 South Dixis Highway Suits 200 Mismi, Florida 33133

## ARTICLE X MAILING ADDRESS

The initial mailing address of the Corporation shall be:

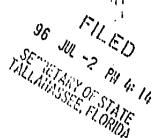
o/o Manuel M. Arvesu, P.A. 2000 South Dizie Highway, Suite 200 Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned may executed these Articles of

Incorporation this 1st day of July, 1996.

MANUEL M. ARVESU Incorporator

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE



Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:

PM NOON INVESTMENTS, INC.

2. The name and address of the Registered Agent and Office is:

Manuel M. Arveru, Esq. 2000 South Dicks Highway

Suite 200 Miami, Florida 33136

Signatur

Date

7/190

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this cartificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the deligations of my position as Registered Agent.

Manual M. Arvesa

Date\_\_\_\_\_7

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