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Charter Number Only

124 9th Perula

Jeffrey Kaiser

Requester's Name  
4225 W. Sample Rd #201

Address  
C Springs FL 33005

City State ZIP Phone  
(954) # 345-7177

VALIDATION ONLY

CORPORATION(S) NAME

Intersales Caribbean, etc.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Pick Up
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W P Verifier

CALL TO THE STATE OFFICE  
1-800-362-2626 - 11037-010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

 Empire Toll Free: 1-800-432-3028

FILED

96 JUN 26 PM 0121

STATE OF FLORIDA  
TALLAHASSEE

**CERTIFICATE OF INCORPORATION  
OF  
INTERSALES CARIBBEAN, INC.**

I, the undersigned subscriber to this Certificate of Incorporation, being a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the Corporation is:

**INTERSALES CARIBBEAN, INC.**

**ARTICLE II**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The purposes for which the Corporation is organized are:

- (a) To engage in all lawful business activities.
- (b) To have perpetual succession by its corporate name

unless a limited period of duration is stated in its Articles of Incorporation.

(c) To sue and be sued, complain, and defend its corporate name in all actions or proceedings.

(d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(f) To lend money to and use its credit to assist its officers and employees in accordance with Section 607.0833.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other

obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(l) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

(n) To make donations for the public welfare or for charitable, scientific or educational purposes.

(o) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

(q) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

(n) To engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV

##### CORPORATE STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having the par value of one (\$1.00) dollar. Each stockholder of the corporation shall be entitled to one vote for each fully paid, non-assessable share owned by him, and there shall be no cumulative voting.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

#### ARTICLE V

##### INITIAL CAPITAL

The amount of the capital with which the Corporation shall begin business shall not be less than One Hundred (\$100.00) Dollars.

#### ARTICLE VI

The initial street address of the principal office of this Corporation is to be at:

3810 South State Road 7  
Unit C  
Miramar, Florida 33023

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

#### ARTICLE VII

##### DIRECTORS

The number of directors of this Corporation shall be as provided by the Bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be two (2) in number until otherwise fixed or changed by the Bylaws.

#### ARTICLE VIII

##### INITIAL DIRECTORS

The name and addresses of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the Bylaws of this Corporation, and the laws of Florida, shall hold office until their successors are chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for by the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Wilfredo Valentin	45 Matador Lane, Valencia Village Davie, Florida 33324
Aldo Delgado	8555 N.W. 177th Street Miami, Florida 33015

**ARTICLE IX**

**SUBSCRIBER**

The names and addresses of the subscribers to the Certificate of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey P. Kaiser, Esq.	9825 West Sample Road Suite 201 Coral Springs, Florida 33065

**ARTICLE X**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale or transfer for cash of any previously issued or new stock of this corporation of the same kind, class or series as that which he already holds, shall have the first right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 9825 West Sample Road, Suite 201, Coral Springs, Florida, and the name of the initial registered agent of this corporation is Jeffrey P. Kaiser, Esq.

**ARTICLE XII**

**BYLAWS**

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

**ARTICLE XIII**

**CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by any shareholder.

**ARTICLE XIV**

**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XV**

**ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.



**ARTICLE XVI**

**INDEMNIFICATION**

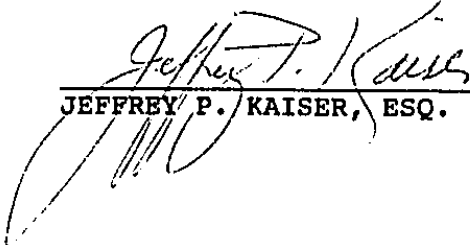
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XVII**

**AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provisions herein contained in these Articles of Incorporation, the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

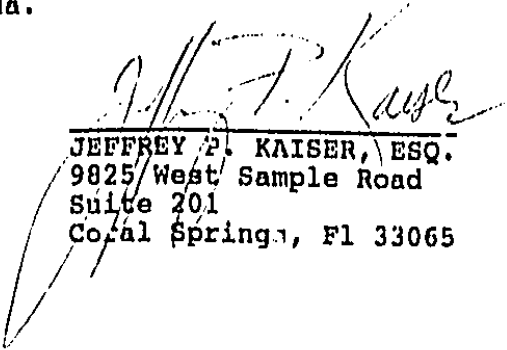
IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 24<sup>th</sup> day of July, 1996.

  
\_\_\_\_\_  
JEFFREY P. KAISER, ESQ.

ACCEPTANCE AS REGISTERED AGENT

FILED  
96 JUL 26 PM 2:21

I HEREBY ACCEPT the designation as registered agent of  
INTERSALES CARIBBEAN, INC., a Florida Corporation, and as such I am  
authorized by the corporation to accept service of process for the  
corporation and act in all other capacities as duly authorized  
registered agent of said corporation. Said designation is  
contained in the Articles of Incorporation filed with the Secretary  
of State of the State of Florida.

  
JEFFREY P. KAISER, ESQ.  
9825 West Sample Road  
Suite 201  
Coral Springs, Fl 33065

This instrument prepared by:

THE LAW OFFICES OF JEFFREY P. KAISER, ESQ.  
9825 West Sample Road  
The Colonial Building - Suite 201  
Coral Springs, Florida 33065  
PH: (305) 345-7177  
FBN: 227358