

P96000067219

Requestor's Name _____

FILED

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SEC
1 ALL

Anne G. Tolson, P.A.
7320 Biscayne Boulevard
Miami, FL 33138

Office Use Only

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

(305)-754-4466

1. _____
(Corporation Name) (Document #)
2. _____
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(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Will wait

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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

Hilda GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. name
DATE 8-13-96
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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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8-13-96

ARTICLES OF INCORPORATION
OF
THE NAECO GROUP, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is THE NAECO GROUP, Inc.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or as hereafter provided.

ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in any activities or business permitted under the laws of the United States, the State of Florida, and any state or countries.
2. To transact any lawful business of which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To publish, distribute, promote and produce art work, literary works, films and other works which the board of directors of the corporation deems necessary and advantageous in promoting the goals of the corporation.
4. To promote literary excellence.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock the corporation authorized to issue is thirty thousand (100) shares of stocks at One Dollar (\$1.00) par value. These shall be designated "Common Shares".

ARTICLE V. REGISTERED OFFICE

The name and address of the registered agent and office are as follows:

Registered Agent: ANNE G. TELASCO
Address: 7320 Biscayne Blvd.
Miami, Florida 33138

ARTICLE VI. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or authority.

ARTICLE VII. SUBSCRIBER

The names and addresses of the persons signing these articles of incorporation as a subscribers are:

- 1) ANNE G. TELASCO
7320 Biscayne Boulevard
Miami, Florida 33138
- 2) GODWIN WILLIAMS ESHESIMUA
1551 La Costa Drive East
Pembroke Pines, Florida 33027

ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators are:

- 1) ANNE G. TELASCO
7320 Biscayne Boulevard
Miami, Florida 33138
- 2) GODWIN WILLIAMS ESHESIMUA
1551 La Costa Drive East
Pembroke Pines, Florida 33027

ARTICLE IX. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

- 1) ANNE G. TELASCO
7320 Biscayne Boulevard
Miami, Florida 33138
President and Secretary
- 2) GODWIN WILLIAMS ESHESIMUA
1551 La Costa Drive East
Pembroke Pines, Florida 33027
Vice-President and Treasurer

ARTICLE X. BY LAWS

The internal affairs of the corporation to be regulated and managed in accordance with the by-laws of the corporation as adopted by its shareholders.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time by its shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders.

ARTICLE XII. PRINCIPAL PLACE OF BUSINESS

The corporation's principal place of business is:

19495 Biscayne Boulevard, Suite 401
Aventura, Florida 33180

ARTICLE XIII. INDEMNIFICATION

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

ARTICLE XIV. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, The action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE XV. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or by bylaws. (FS S607.111).

ARTICLE XVII. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions or the issue of the shares, and inviting him to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XVIII. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall

be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

(1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.

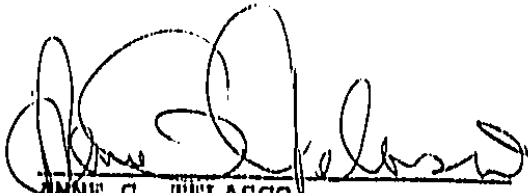
ARTICLE XIX. MEETING BY CONFERENCE TELEPHONE

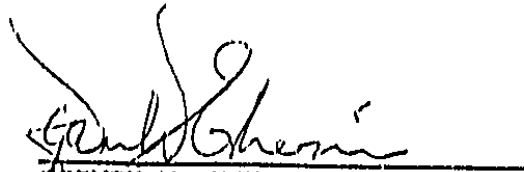
Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meeting of the Board of Directors must be attended in fact in person by each director.

ARTICLE XX. VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation, have executed these Articles of Incorporation this 5th day of August, 1996


ANNE G. TELASCO
Incorporator


GODWIN W. ESHESIMUA
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared ANNE G. TELASCO and GODWIN W. ESHESIMUA, who after first being duly sworn, depose and say, under oath, that they are the incorporators named in the foregoing Articles of Incorporation, that they have read the Articles of Incorporation, and they executed the same freely and voluntarily and for the uses and purpose therein described.

The foregoing instrument was acknowledge before me this
5th day of August, 1996. ANNE G. TELASCO and GODWIN
W. ESHESIMUA, who produced their current Florida Driver's
Licenses as identification.

My commission expires:

OFFICIAL NOTARY SEAL
HULDA O ESTAMA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC489228
MY COMMISSION EXP. AUG. 17, 1999


Signature of Notary

Hulda O. Estama
Name of Notary, Typed,
Printed or Stamped

96 AUG -9 PM 2:15
FILED
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA
TALLAHASSEE

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091 and 607.034, Florida
statutes (1979), the following is submitted.

1. That THE NAECO GROUP, INC. desiring to qualify under the
laws of the State of Florida, with its principal
place of business at Miami, Dade County, Florida has
appointed ANNE G. TELASCO, as its Registered Agent to
accept Service of process within the state of
Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above named corporation at the place designated above,

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and agree to
comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

DATE this 5th day of August,
1996.



ANNE G. TELASCO, ESQ.
Registered Agent

P96000067219

Arto G. Tolson, P.A.
7320 Biscayne Boulevard
Miami, FL 33138

300002160713--22
-04730797--01002--009
*****315.001 *****315.001

City/State/Zip

Phone #

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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<input type="checkbox"/>	Other

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97 MAY 27 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-28-97

789,573,671

Amend

HF



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

FILED

97 MAY 27 AM 9:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 8, 1997

Anne G. Telasco, P.A.
7320 Biscayne Blvd.
Miami, FL 33138

SUBJECT: THE NAEKO GROUP, INC.
Ref. Number: P96000067219

We have received your document for THE NAEKO GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 487-6910.

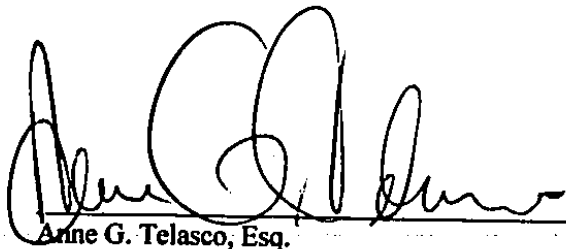
Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 497A00024524

FILED
97 MAY 27 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
a Florida Business Corporation**

1. The name of this corporation is THE NAECO GROUP, INC., Doc. No.: P96000067219.
2. The text of the amendments adopted are as follows:
 - A. Removal of GODWIN WILLIAMS ESHESIMUA from the Naeco Group, Inc. as Director, Vice-President and Treasurer of the Naeco Group, Inc.
 - B. Change of Address (principal place of business):
The Naeco Group, Inc.
7320 Biscayne Blvd.
Miami, Florida 33138
3. The amendments were adopted on March 10, 1997.
4. The amendments were adopted by the incorporators/board of directors without shareholder action. Shareholder action was not required.



Anne G. Telasco, Esq.
President/Incorporator/Director
May 20, 1997