



H96000011461

**ARTICLES OF INCORPORATION**  
**OF**

LAS PALMAS DEL CARIBE CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

4  
96 AUG 16 PM 12  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be: LAS PALMAS DEL CARIBE CORP.

The principal place of business of this corporation shall be:

1537 N.W. 23RD. STREET, MIAMI, FLORIDA 33142

**ARTICLE II NATURE OF BUSINESS**

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

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is 500 @ \$1.00 authorized to have outstanding at any one time is: FIVE HUN DRED @ \$1.00 (ONE DOLLAR)

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

H96000011461

Prepared by:

Jose Nas, 3859 NW 7th ST., Suite 203 Miami, FL 33126 Phone (305) 541-3980

H96000011461

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

ELISEO GIL, PRESIDENT	1537 N.W. 23rd. STREET MIAMI, FLORIDA 33142
ROGELIO TRIANA, TREASURER-SECRETARY	1537 N.W. 23rd. STREET MIAMI, FLORIDA 33142

**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

ELISEO GIL, PRESIDENT	1537 N.W. 23rd. STREET MIAMI, FLORIDA 33142
ROGELIO TRIANA, TREASURER-SECRETARY	1537 N.W. 23rd. STREET MIAMI, FLORIDA 33142

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15 day of August, 19 96

Signature(s) of Incorporator(s)

x Eliseo Gil  
 x Rogelio Triana

**CERTIFICATE DESIGNATING**

H96000011461

AUG-16-1996 14139

EMPIRE CORPORATE KIT

P.04/14  
96 AUG 16 PM 4:12  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000011461

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: LAS PALMAS DEL CARIBE CORP

2. The name and address of the registered agent and office is:

EMISEO GIU

1537 N.W. 23RD. STREET

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33142

(CITY/STATE/ZIP)

SIGNATURE *Emiseo Giu*  
(Corporate Officer)

TITLE PRESIDENT

DATE AUGUST 16, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *Emiseo Giu*  
(Registered Agent)

DATE AUGUST 16, 1996

H96000011461

H96000011461

P96000068604

12-03-1996 08137  
07/30/96

EMPIRE CORPORATE KIT  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

P.01

((((H90000012231 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)822-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)641-3084

ACCT#: 072460003265

FAX #: (305)641-3770

NAME: LAS PALMAS DEL CARIBE CORP.  
AUDIT NUMBER.....H00000012231  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....0

PAGES..... 4  
DEL.METHOD.. FAX  
EST.CHARGE.. \$35.00

\*NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM

Connect: 00:27:5

FILED  
96 SEP -3 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*COI for amend. 86 ✓  
Kende*

DIVISION OF CORPORATIONS

96 SEP -3 AM 8:48

RECEIVED

(4)

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

LAS PALMAS DEL CARIBE CORP.  
P96000068604  
(present name)

95 SEP -3 PM 1:02  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

- FIRST: Amendment(s) adopted:  
ELISEO GIL RESIGNED FROM THE CORPORATION AS PRESIDENT AND ROGELIO TRIANA BECOMES THE PRESIDENT AND SOLE STOCKHOLDER OF LAS PALMAS DEL CARIBE CORP.
- 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: 08/28/96

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.
- 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 UNANIMOUS DECISION  
(voting group)

Accountant & Management  
3899 NW 7th St + 203  
Miami, FL 33124  
(305) 541-3980 / Jose Nae

(continued)

H96000012231

Signed this 28<sup>th</sup> day of August, 1996

LAS PALMAS DEL CARIBE COYO.  
(Corporation Name)

By X Rogelio Triang  
(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)  
(A director or incorporator if adopted by the directors or incorporators)

X Rogelio Triang  
(Typed or printed name)  
Rogelio Triang (President)  
(Title)

H96000012231

H96000012231