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05 PM PUBLIC MESSAGE SYSTEM  
(((H96000011805)))  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

(((H960000011805))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: SUN ARTS OF MIAMI, INC.  
FAX AUDIT NUMBER: H96000011805 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 08/20/1996 TIME REQUESTED: 14:04:58  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072460003265

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.

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\*\* ENTER 'M' FOR MENU. \*\*  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this Corporation shall be:

SUN ARTS OF MIAMI, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERMS OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which corporate existence shall begin is the date of the Incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

COSME DE LA TORRENTA, ESQUIRE  
155 SOUTHWEST 25TH ROAD  
MIAMI, FLORIDA 33129

FLORIDA BAR NO.: 191728

(305) 857-3434

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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#### ARTICLE FIVE

##### NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a resident of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

The names and addresses of the initial Directors of this Corporation are:

JOHN CASTRO	President/Director 145 S.W. 25TH ROAD MIAMI, FLORIDA 33129
JULIO FERNANDEZ	Secretary/Director 145 S.W. 25TH ROAD MIAMI, FLORIDA 33129
ANTONIO SANTEIRO	Vice President/Director 145 S.W. 25TH ROAD MIAMI, FLORIDA 33129

#### ARTICLE SIX

##### CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

#### ARTICLE SEVEN

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

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## ARTICLE EIGHT

### CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

o receive their pro-rata share of any assets of this Corporation remaining A. Designation: The stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is:

7,500 Shares

C. Par Value: Each Share of Common Stock shall have the par value of:  
\$1.00 each

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or in the absence of fraud the value of any such consideration shall be conclusive.

E. Non-assessability: Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, remaining after payment of all corporate debts and obligations.

## ARTICLE NINE

### INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees, or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, in which its own shares of capital stock, or of which it is a creditor, against the expenses, including the cost of any

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judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party by reason of his alleged acts of omission while being or having been such Director, Officer, employee or agent, provided, it shall not be determined by a final determination thereof on the merits that such Director, Officer, employee or agent his duties, or provided that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

#### ARTICLE TEN

##### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation.

Required percentage: MAJORITY

2. Sale, lease or exchange of all this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation.

Required percentage: MAJORITY

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3. Merger or consolidation of this Corporation into or with any other corporation.

Required percentage: MAJORITY

4. Voluntary dissolution of this Corporation.

Required percentage: MAJORITY

#### ARTICLE ELEVEN

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash or any new stock of this Corporation of the same kind, class or series, as that which he already holds, shall have the 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 TWELVE

##### PERCENTAGE OF SHARES

The names and addresses of each subscriber to the Articles of Incorporation and the number of shares which each of them agrees to take are as follows:

Name: JOHN CASTRO

Address: 145 S.W. 25TH ROAD  
MIAMI, FLORIDA 33129

Number of Shares: 200

Name: ANTONIO SANTEIRO

Address: 145 S.W. 25TH ROAD  
MIAMI, FLORIDA 33129

Number of Shares: 200

Name: JULIO FERNANDEZ

Address: 145 S.W. 25TH ROAD  
MIAMI, FLORIDA 33129

Number of Shares: 100

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED  
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96 AUG 20 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN PURSUANCE of Chapter 48,091, Florida Statutes, the  
following is submitted in compliance with said Act:

First - That SUN ARTS OF MIAMI, INC. desiring to organize  
under the Laws of the State of Florida, with its principal  
office, as indicated in the Articles of Incorporation, at the  
City of Miami, County of Dade, State of Florida, has named:

*Cosme de la Torriente, Esq.*  
155 SouthWest 25th Road  
Miami, Florida 33129

as its agent to accept services of process within the State.  
Having been named to accept service of process for the above  
stated Corporation, at place designated in this Certificate, I  
hereby accept to act in this capacity and agree to comply with  
the provision of said Act relative to keeping open said office.



\_\_\_\_\_  
COSME DE LA TORRIENTE, ESQ.

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SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, competent to contract, executed this Certificate of Incorporation as sole subscriber and initial Director. The undersigned individual shall hold office as a Director until his successors have qualified, following their election or appointment. The initial street address in Florida of the Principal Office of this Corporation shall be:

The Corporation may change its Principal Office at any time.

SUBSCRIBER/DIRECTOR: JOHN CASTRO, ANTONIO SANTEIRO AND JULIO FERNANDEZ

STREET ADDRESS/PRINCIPAL OFFICE: 3309 N.W. 74TH AVENUE  
MIAMI, FLORIDA 33122

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a Corporation for profit under the Laws of the State of Florida

DATE: 8/20/96

John Castro  
JOHN CASTRO

Antonio Santeiro  
ANTONIO SANTEIRO

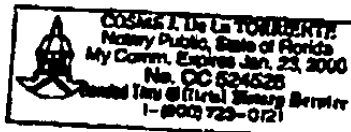
Julio Fernandez  
JULIO FERNANDEZ

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared JOHN CASTRO, ANTONIO SANTEIRO AND JULIO FERNANDEZ, to me well known and known to me to be the individuals described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 20 day of August, 1996.

[Signature]  
NOTARY PUBLIC



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*Cosme J. de la Torre, P.A.*

*Attorney and Counsellor at Law*

**New Address:**  
**155 S.W. 25th Road**  
**Miami, FL 33129**  
**Telephone: (305) 857-3434**  
**Fax: (305) 858-8824**

September 6, 1996

Secretary of State  
P O Box 6327  
Tallahassee, Florida 32314

RE: SUN ARTS OF MIAMI, INC.

300001942643  
-09/09/96--01059--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Madam or Sir:

In connection with the above captioned matter enclosed please find Affidavit of Resignation of Antonio Santeiro as Vice President and Director of the above captioned Corporation, together with my check in the amount of \$35.00 as the filing fee required.

Please change your records accordingly.

Very truly yours,

Cosme de la Torre, Esquire

CT/bna

*Off Resign*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
96 SEP -9 PM 1:54



Florida Department of State, Jim Smith, Secretary of State  
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -9 PM 1:54

STATE OF Florida  
COUNTY OF Dade

I, Antonio Sankiro after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Antonio Sankiro hereby resign as Vice President/Director of  
(Title)  
Sun Arts of Miami, Inc. a Florida corporation;  
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

X *Antonio Sankiro*  
Signature of resigning officer/director

Sworn to and subscribed before me this 5 day of September, 1996.

*[Signature]*  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_



FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314  
CR2E044 (7-90)