



P96000071737

**BUSINESS AUTHORITY CORPORATION**

Miami, August 21th, 1996

Florida Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, Florida 32314

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-08/27/96--01138--017  
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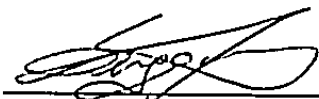
Dear Sir or Madam:

Enclosed are the Articles of Incorporation of R & E SALES AND MANAGEMENT, CORP., together with a check for \$122.50.

Please return a certified copy to us.

If additional information is required, please let us know.

Very truly yours,

  
Sergio Massa  
President

FILED  
96 AUG 26 PM 3:39  
SERGIO MASSA  
TALLAHASSEE, FLORIDA

21 AUG 21 1996

FILED  
96 AUG 26 PM 3:39

PREPARED BY:  
SERGIO MASSA, ACCOUNTANT  
BUSINESS AUTHORITY CORP.  
8347 S.W. 40th ST.  
MIAMI, FL 33155  
TEL: (305) 220-3420

**ARTICLES OF INCORPORATION OF  
R & E SALES AND MANAGEMENT CORP.**

**ARTICLE I NAME**

The name of this corporation is **R & E SALES AND MANAGEMENT, CORP.**

**ARTICLE II DURATION**

This corporation shall have perpetual existance commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III NATURE OF BUSINESS**

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

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

**ARTICLE V PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI LOCATION**

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 7651 N.W. 168th Terrace, Miami, Dade County, Florida 33015. 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 INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Ricardo Rossi President, Secretary	7651 N.W. 168th Terrace Miami, FL 33015
Edilma Espinosa V.P., Treasurer	7651 N.W. 168th Terrace Miami, FL 33015

#### ARTICLE VIII SUBSCRIBERS

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	NO OF SHARES
Ricardo Rossi President, Secretary	7651 N.W. 168th Terrace Miami, FL 33015	75%
Edilma Espinosa V.P., Treasurer	7651 N.W. 168th Terrace Miami, FL 33015	25%

#### ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

#### ARTICLE XI INDEMNIFICATION

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

#### ARTICLE XII DISSOLUTION

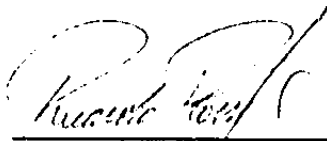
The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

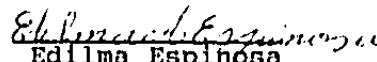
#### ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

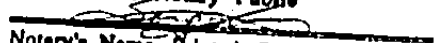
The Street address of the initial registered office of this corporation is 7651 N.W. 168th Terrace, Miami, FL. 33015 and the name of the initial registered agent of this corporation at that address is Ricardo Rossi.

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 20th day of August, 1996.

  
Ricardo Rossi  
President

  
Edilma Espinosa  
Vice President

Sworn to and subscribed before me this  
20<sup>th</sup> day of AUGUST, 19, 96  
by: RICARDO ROSSI &  
EDILMA ESPINOSA  
Signature of Notary Public  
  
Notary's Name, Printed, Stamped or Typed  
Personally Known: X or Produced ID  
Type of ID produced: \_\_\_\_\_

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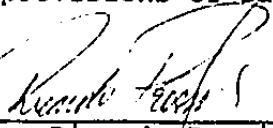
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

1. R & E SALES AND MANAGEMENT CORP., 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,  
State of Florida, has named Ricardo Rossi, located at 7651 N.W.  
168th Terrace, City of Miami, County of Dade, State of Florida, as  
its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

  
\_\_\_\_\_  
Ricardo Rossi