

96000080718

5:16 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000013647 8))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LUXRX, INC.

AUDIT NUMBER.....H96000013647

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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>: M
help F1 Option Menu F2

NUM CAPS Connect: 00:27:17

RECEIVED
96 SEP 30 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 SEP 30 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96A - 44719

ARTICLES OF INCORPORATION

OF

H96000013647

LUXEX, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

LUXEX, INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

This instrument prepared by:
Carlos M. Tornero, Esq.
LAW OFFICES OF CARLOS M. TORNERO, P.A.
Courthouse Plaza - Suite 600
28 West Flagler Street
Miami, Florida 33139
FBN: 0967234

H96000013647

FILED
96 SEP 30 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

H96000013647

Authorized Capital

The corporation is authorized to issue 1000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address, is 555 N.E. 34th Street, Apartment 1506, Miami, Florida 33137.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 28 W. Flagler, Suite 600, Miami, Florida 33130. The name of the initial registered agent at such office is Carlos M. Tornero.

ARTICLE VII

Directors

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have a director. The name and address of the initial members of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Luz Edy Gonzalez	555 N.E. 34th Street Apartment 1506 Miami, Florida 33137

ARTICLE VIII

Officers

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

Luz Edy Gonzalez
Luz Edy Gonzalez
Luz Edy Gonzalez

President
Secretary
Treasurer

H96000013647

H96000013647

ARTICLE IX

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X

Incorporator

The name and address of the incorporator of the corporation is Carlos M. Tornero, c/o Carlos M. Tornero, P.A., Suite 600 Courthouse Plaza, 28 West Flagler Street, Miami, Florida, 33139

--oOo--

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of September, 1996.



Carlos M. Tornero

H96000013647

ACCEPTANCE OF APPOINTMENT

H96000013647

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0305 of the Florida Statutes.



Carlos M. Tornato

FILED

96 SEP 30 PM 12:35

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

H96000013647

P96000080718

OCT-29-1996

EMP CORP

6:35

8

11:01 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000015137 8))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: LUXEX, INC.

AUDIT NUMBER.....H96000015137

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

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: 00:55:31

RECEIVED
96 OCT 29 AM 9:53
DIVISION OF CORPORATIONS

FILED
96 OCT 29 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Completed - 987-RA ✓

Linde.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 28, 1996

LUXEM, INC.
555 NE 24TH ST APT 1506
MIAMI, FL 33137

SUBJECT: LUXEM, INC.
REF: F96000080718

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I heraby am familiar with and accept the duties and responsibilities as registered agent for said corporation").

In the future when submitting amendments the adoption should be by either the incorporators OR directors. You may want to modify your form.

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) 487-6901.

Susan Payne **FAX And. #: H96000015137**
Senior Corporate Section Administrator **Letter Number: 696A00049678**

OCT-29-1996 09:35

EMPIRE CORPORATE KIT

FILED

96 OCT 29 AM 11:10

P.03/05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(2)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LUXEX, INC.

496000019137

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:

1. LUX E. GONZALES shall remain as President, Treasurer and Director of LUXEX, INC. and her address is: 555 N.E. 34th Street, Apt. #1506, Miami, FL 33137, but shall resign her position as Secretary.

2. RAMON BERENQUER is elected Secretary and Vice-President in her stead, and is also elected as Director of LUXEX, INC. His address is: 555 N.E. 34th Street, Apt. #1506, Miami, FL 33137.

3. CARLOS M. TORNERO resigned as registered agent of LUXEX, INC. and the new registered agent is: LOUIS J. TERMINELLO, ESQ., TERMINELLO & TERMINELLO, P.A., 2700 S.W. 37th Avenue, Miami, FL 33133.

SECOND: The date of each amendment's adoption:
October 25th, 1996.

THIRD: 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 _____.(voting group)

THIS INSTRUMENT PREPARED BY: LOUIS J. TERMINELLO, ESQ.,
FBN: 872547 (305) 405-1101
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue
Miami, FL 33133

(continued)

496000019137

OCT-29-1996 09:36


EMPIRE CORPORATE KIT

P.04/05

496000015137

Signed this 25th day of October, 1996.

LUXEM, INC.
(Corporation Name)

By 
(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)

LUE E. GONZALEZ
(Typed or printed name)

INCORPORATOR, DIRECTOR, PRESIDENT
(Title)

DATA\SUNRISE.LUX\AMENDM.ART

496000015137

OCT-29-1996 09:36

EMPIRE CORPORATE KIT

P.05/85

496000015137

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LUXE,
INC., at 2700 S.W. 37th Avenue, Miami, FL 33133, the undersigned
is familiar with and accepts the obligations of that position
pursuant to F.S. 607.0501(3).



LOUIS J. TERMINELLO
REGISTERED AGENT

DATA\SUNRISE.LUX\AMENDM.ART

496000015137

9/02/97

P96000080718

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:10 AM

((H97000014417 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LUXEX, INC.

AUDIT NUMBER.....H97000014417

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

DEL.METHOD.. FAX

RST.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: 00:04:00

FILED
97 SEP -2 PM 2:11
TALLAHASSEE, FLORIDA

Amendment
9/2/97
DL

RECEIVED
97 SEP -2 AM 10:50
DIVISION OF CORPORATIONS

4497000014417

(3)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LUXEX, INC.
(present name)

FILED
97 SEP -2 PM 2:11
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:

1. LUZ E. GONZALEZ resigned as President, Treasurer and Director of the corporation.
2. RAMON BERENGUER was elected President, Treasurer of the corporation in her stead, and shall continue to serve as Vice-President, Secretary and Director of LUXEX, INC., and his address is: 6200 S. Dixie Highway, South Miami, FL 33143.

SECOND: The date of each amendment's adoption:
August 29th, 1997.

THIRD: 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).]

THIS INSTRUMENT WAS PREPARED BY:

Nancy Terrinello, Esq.
CHADOFF, TERRINELLO & TERRINELLO
2780 S.W. 37th Avenue
Miami, FL 33133
TEL: (305) 444-8002
FAX: 837744

4497000014417

44970000 14417

The number of votes cast for the amendment(s) was/were
sufficient for approval by _____
(voting group)

Signed this 29th day of August, 1997.

LUXEX, INC.
(Corporation Name)

By RM
(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)

RAMON BERECHTER
(Typed or printed name)

Director
(Title)

data\sunrise.lux\articles of amendment

44970000 14417