

P96000081416

TRANSMITTAL LETTER

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

RECEIVED  
DIVISION OF CORPORATIONS  
95 OCT -2 PM 12:01

SUBJECT: COTTO'S INC.  
(Proposed corporate name)

000001931950  
-08/26/96--01022--015  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.  
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142  
ORLANDO, FLORIDA 32809  
(407) 856-1906

W96-18010  
8/26/96  
ID

502

51  
10/2

Note: Additional copy of Articles is needed only when certified copy is requested.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 27, 1996

ACCOUNTING PROFESSIONALS GROUP INC.  
6220 SO ORANGE BLOSSOM TRAIL, STE 142  
ORLANDO, FL 32809

SUBJECT: COTTO'S INC.  
Ref. Number: W96000018010

We have received your document for COTTO'S INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 796A00040611

**ARTICLES OF INCORPORATION**

**OF**

**JAQUE MATE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT -2 PM 12:01

**ARTICLE I - NAME**

The name of this Corporation is JAQUE MATE, INC.  
initial address: 2728 Chickasaw Tr., Orlando, Florida 32829.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing  
on September 11, 1996.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 100 shares  
of Ten (\$10.00) Dollar par value common stock, which shall be  
designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and  
office of this Corporation is Roberto Cotto,  
3636 Gametrail Court, Orlando, Florida 32829.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have Three (3) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Roberto Cotto	3636 Gametrail Court Orlando, Florida 32829
Jorge Luis Cotto, Sr.	221501 S Vermont Ave., #104 Torrance, CA. 90502
Carlos Bartolome Cotto	1202 E. Walnut Goldsboro, N.C. 27530

#### **ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### **ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the

price at which it is offered to others.

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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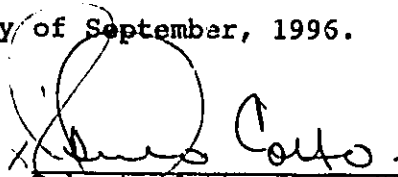
**ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is  
Roberto Cotto, 3636 Gametrail Court, Orlando, Florida 32829.

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

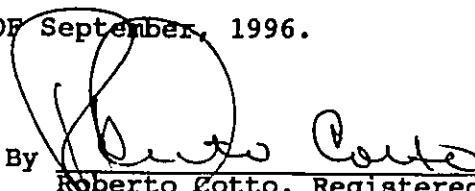
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of September, 1996.

  
Roberto Cotto, Secretary

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 11th DAY OF September, 1996.

X By   
Roberto Cotto, Registered Agent

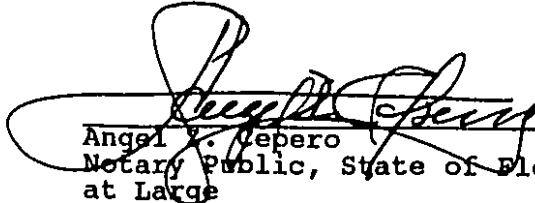
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Roberto Cotto, known to me and known by me to be the person who, as Incorporator of JAQUE MATE, INC., and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Roberto Cotto, known to me and known by me to be the person who, as Registered Agent of JAQUE MATE, INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th, day of September, 1996.

  
Angel Z. Cepero  
Notary Public, State of Florida  
at Large

My Commission Expires:

