

10-24-1996 14:17

305 358 7832

ACE INDUSTRIES/PRINTING CORP KIT

P.02

P960000879/2

10/22/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:20 AM

((H96000014837 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: LYNN FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: TITO ~~corp.~~ International Corp.

AUDIT NUMBER.....H96000014837

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

CERT. OF STATUS..0

PAGES..... 8

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>:

Menu: <Ctrl,R-Shift>

2400 7E1

VT100

Online

W96-22579

686A - 49259

FILED
96 OCT 24 PM 2:56
FALLS CHURCH, VA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1996

ACE INDUSTRIES INC.

MIAMI, FL L

SUBJECT: TITO CORP.
REF: W96000022509

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

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

FAX Aud. #: H96000014837
Letter Number: 496A00048708

H96-14837

ARTICLES OF INCORPORATION
OF
TITO INTERNATIONAL CORP.

FILED
OCT 24 PM 2:56
1998
SECRET
FBI

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be:

TITO INTERNATIONAL CORP.

ARTICLE II

DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with

PREPARED BY the Department of State, State of Florida.

ACE INDUSTRIES, INC.

54 NW 11th Street

Miami, FL 33136

305-358-2571

H96-14837

H96-14837

ARTICLE III

PURPOSE AND POWER

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General law, Chapter 607, Florida Statutes..

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus for the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

H96-14837

H96-14837

ARTICLE V

SHARES NOT TO BE DIVIDEND INTO CLASSES

The shares of capital stock of the Corporation are not be divided into classes.

ARTICLE VI

NO SHARES ISSUED IN SERIES

The shares of the capital stock of the Corporation are not to be issued in series.

ARTICLES VII

VOTING RIGHTS

Each holder of the par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the Corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

ARTICLE VIII

PRE-EMOTIVE RIGHTS

Each shareholder shall have 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 pro rata share at the price at which it is offered to others.

H96-14837

H96-14837

ARTICLE IX

INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 5555 COLLINS AVE # 14J, MIAMI BEACH, FLORIDA 33140. The street address of the initial registered office of this Corporation is 5555 COLLINS AVE # 14J, MIAMI BEACH, FLORIDA 33140 and the name of the initial registered Agent of this Corporation is FIDELIA FILGUERAS.

ARTICLE X

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) Directors initially. The number of directors may be either increased or decreased, from time to time, by action in accordance with the provisions of the Bylaws. The name and address of the initial Directors of this Corporation is:

EMILIO FILGUEIRAS

5555 COLLINS AVE
#14 J
MIAMI BEACH, FL 33140

FIDELIA FILGUEIRAS

5555 COLLINS AVE
#14 J
MIAMI BEACH, FL 33140

TERESA FILGUEIRAS BUSTILLO

5555 COLLINS AVE
#14 J
MIAMI BEACH, FL 33140

H96-14837

H96-14837

ARTICLE XI
OFFICERS

The name and address of the Officers of the Corporation, who subject to the provisions of this certificate of incorporation and bylaws, and the general corporation laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until his successor is elected and has qualified, is as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
1. FIDELIA FILGUEIRAS	PRESIDENT	5555 COLLINS AVE #14 J MIAMI BEACH, FL 33140
2. FIDELIA FILGUEIRAS	VICE-PRESIDENT	" "
3. EMILIO FILGUEIRAS	SECRETARY	" "
4. TERESA FILGUEIRAS BUSTILLO	TREASURER	" "

H96-14837

H96-14837

ARTICLE XII

INCORPORATOR

The name and address of the Incorporators of the Corporation is:

- | | | | |
|----|----------------------------|-----------------------|---|
| 1. | FIDELIA FILGUEIRAS | 5555 COLLINS AVE | |
| | | #14 J | |
| | | MIAMI BEACH, FL 33140 | |
| 2. | EMILIO FILGUEIRAS | " | " |
| 3. | TERESA FILGUEIRAS BUSTILLO | " | " |

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XIV

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or

H96-14837

H96-14837

any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XV

MEETINGS

Meetings of the Incorporators, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

IN WITNESS WHEREOF, the above-name incorporators have executed these Article of Incorporation this 16 day of October, 1996.

STATE OF FLORIDA)

COUNTY OF DADE)

ss:

BEFORE ME, the undersigned officer, this day personally appeared FIDELIA FILGUEIRAS, to me well known to be the person described herein who subscribed before me that they executed said Articles of Incorporation for the uses and purposes therein expressed.


FIDELIA FILGUEIRAS
Incorporator

H96-14837

H96-14837

DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTION 48.091 and 607.034 FLORIDA
STATUTES, AS MAY BE AMENDED, THE FOLLOWING IS SUBMITTED.

That EMILIO FILGUEIRAS, desiring to organize or qualify
under the law of the State of Florida, as a Corporation by the name
of TITO CORP., with its principal office at 5555 COLLINS AVE, #14
J, MIAMI BEACH, FLORIDA ., have named FIDELIA FILGUEIRAS at , as
its Registered Agent to accept Service of Process within the State
of Florida.

Having been named to accept Service of Process for the
above Corporation, at the place designated in its 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
performance of my duties.


FIDELIA FILGUEIRAS
Register Agent

H96-14837