

P96000088353

TRANSMITTAL LETTER

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

SUBJECT: P&L MANAGEMENT GROUP, INC.  
(Proposed corporate name - must include suffix)

400001985464--1  
-10/25/96--01017--013  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: LAZARO GARCIA  
Name (printed or typed)  
12049 S.W. 75<sup>th</sup> STREET  
Address  
MIAMI, FLORIDA 33183  
City, State & Zip  
(305) 270-1429  
Daytime Telephone Number

RECEIVED  
OCT 25 1996

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF  
P&L MANAGEMENT GROUP, INC.

FILED  
OCT 2  
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We, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I  
NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be:

P&L MANAGEMENT GROUP, INC.  
12049 S.W. 75<sup>th</sup> Street  
MIAMI, FLORIDA 33183

ARTICLE II  
DURATION OF CORPORATION

The duration of the Corporation is perpetual.

ARTICLE III  
PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

ARTICLE IV  
AUTHORIZED CAPITAL

The aggregate number of shares which the Corporation is authorized to issue is 7,500. Such shares shall be Common Stock of a single class and shall have \$1.00 par value.

ARTICLE V  
RIGHT OF TRANSFERABILITY

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

ARTICLE VI  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Lazaro Garcia, 12049 S.W. 75<sup>th</sup> Street Miami, Florida 33183.

The Corporation retains the power of moving its office to any other address as may from time to time to be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE VII  
DIRECTORS

The number of Directors may be altered from time to time by the Shareholders of the Corporation, however, the Corporation shall have no less than two (2) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors are:

Lazaro Garcia  
12049 S.W. 75<sup>th</sup> Street  
Miami, Florida 33183

Jose Garcia Jr.  
12425 SW 94<sup>th</sup> Lane  
Miami, Florida 33186

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his successor is elected and qualified or appointed, or until his earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VIII  
INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation are:

Lazaro Garcia  
12049 S.W. 75<sup>th</sup> Street  
Miami, Florida 33183

Jose Garcia Jr.  
12425 SW 94<sup>th</sup> Lane  
Miami, Florida 33186

ARTICLE IX  
AMMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE X  
AMENDMENT TO ARTICLES OF INCORPORATION

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 Stockholder's Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI  
INFORMAL ACT OF DIRECTORS OR SHAREHOLDERS

If all the Directors or Shareholders severally or collectively consent, in writing, to any action taken or to be taken by the Directors or shareholders of the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or the board of Directors.

ARTICLE XII  
MEETING

The Corporation may hold its meetings of Stockholders and/or Directors, either within or outside the State of Florida or the United States of America.

ARTICLE XIII  
STOCKHOLDER'S AGREEMENTS

When any written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation, provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, Shareholders and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with law, agreements or otherwise) consenting to the revocation and cancellation of the agreements among the Stockholders.

ARTICLE XIV  
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, 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, against expenses (including attorney's fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors, at their sole discretion, (subject to approval by a majority of Stockholders) that indemnification is proper in the particular circumstance.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not

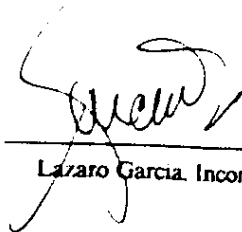
meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

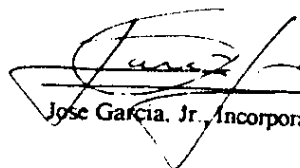
The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorney's fees and costs, actually and reasonably incurred by him or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

**IN WITNESS WHEREOF**, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 21<sup>st</sup> day of October, 1996.

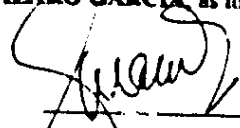
  
Lázaro García, Incorporator

  
José García, Jr., Incorporator

**DESIGNATION OF REGISTERED AGENT**

In compliance with Section 607.0501, FLORIDA STATUTES, the following is submitted:

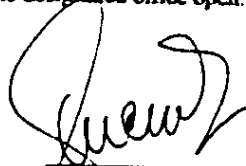
That P&L MANAGEMENT GROUP, INC. desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, Miami, County of Dade, State of Florida, has named **LAZARO GARCIA** as its Agent to accept Service of Process within the State.



Lazaro Garcia, Incorporator  
12049 S.W. 75 Street  
Miami, FL 33183

**ACKNOWLEDGMENT**

Having been made to accept Service of Process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.



Lazaro Garcia, Registered Agent

RECEIVED  
MAY 19 1982  
CLERK OF DISTRICT COURT  
MAY 19 1982