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417 E. Virginia St., Suite 1, Tallahausce, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, PL 32302 TOLL FREE No. 1-800-342-8062 PAX (904) 222-1222

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## ARTICLES OF INCORPORATION OF CONDOOR, INC.

## **ARTICLE 1 - NAME**

The name of this corporation is CONDOOR, INC.

#### **ARTICLE 11 - DURATION**

The corporation shall have perpetual existence commencing on the date of filing.

## **ARTICLE III - PURPOSE**

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

## **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is:

717 Ponce de Leon Blvd. Suite 234 Coral Gables, Florida 33134

The initial resident agent of this corporation is:

Frank R. S. Fabre, Esq. 717 Ponce de Loor Land. Suite 234 Coral Gables, Florida 33134

## ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director and officers that shall hold office for the first year of the corporation's existence or until their successors are elected and qualified is as follows:

Manuel Feijoo, Sr. 7190 Coral Way Miami, FL 33155

Director/President

Gustavo Eguaras 7190 Coral Way Miami, Florida 33155 Vice President

Manuel I. Feijoo, Jr. 7190 Coral Way Miami, FL 33155

**Vice President** 

Frank R. S. Fabre 717 Ponce de Leon Blvd. Suite 234 Coral Gables, FL 33134

Secretary

#### **ARTICLE VII - BY-LAWS**

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

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

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X - INCORPORATION

The name and address of the person signing these Articles is:

Frank R.S. Fabre

717 Ponce de Leon Blvd., #234 Coral Gables, FL 33134

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of October, 1996.

Frank R. S. Eabre

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## **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 24TH DAY OF OCTOBER, 1996.

Frank-R-5. Fabre, Registered Agent

STATE OF FLORIDA )
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 24th day of October, 1996, by Frank R. S. Fabre, as Incorporator, and who executed the foregoing Articles of Incorporation of CONDOOR, INC., who is personally known to me and did take an oath.

MARIA C. CUETO
MY COMMISSION & CC 397353
EXPIRES: October 9, 1998
Bonded Thru Norary Public Underwriters