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11/07/96  
FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770  
NAME: D.B.B. ENTERPRISES, INC.  
AUDIT NUMBER.....H96000015771  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION

OF

D.E.S. ENTERPRISES, INC.

We, the undersigned, all of whom are of legal age, do hereby associated ourselves for the purpose of becoming a corporation under the laws of the State of Florida, Authorizing the formation of corporation.

ARTICLE I

## CORPORATE NAME

The name of this corporation shall be:

D.E.S. ENTERPRISES, INC.

ARTICLE II

## GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural might or could do and, in addition thereto, engage in any activity or business permitted under the laws of the State of Florida, for example:

(a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any person, firm or corporation.

(b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, sell, assign, transfer, invest in, trade real and personal property of every kind and description.

Prepared by: Adolfo Z. Aguila, Esquire  
6780 Coral Way Law Center  
Suite #200  
Miami, FL 33155  
305-261-4000  
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(c) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bond, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any person, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

(d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

(e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

(g) To conduct business and operations and to have one or more offices and hold, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.

(h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account upon realize as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences or

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indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates, evidencing shares or interest in common share trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations, to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

(i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishments of any purpose of the corporation.

(j) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

### ARTICLE III

#### CAPITAL STOCK

The capital stock of this corporation shall be <sup>ONE HUNDRED</sup> shares, \$10.00 par value common stock. This stock shall have full voting rights, preemptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: These stocks may not be transferred on the books of the corporation without first giving the right of purchase for ten (10) days prior thereto to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record at the same price and terms of any bona fide offer which the holder may desire to accept.

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All of said stock shall be payable in cash, equipment, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### ARTICLE IV

##### CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

#### ARTICLE V

##### CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

#### ARTICLE VI

##### PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at:

7380 SW 42th Street Miami Florida 33155

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#### ARTICLE VII

##### BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders, however, this corporation shall have no less than one (1) Director at any time.

#### ARTICLE VIII

##### DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

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**ARTICLE X****PRIORITY AMENDMENTS AND CHANGES**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute or set out in the corporate By-Laws so long as same does not conflict with the Florida Statutes.

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

**ARTICLE XI****POWERS AND DUTIES**

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all Directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall in lieu of the original incorporation, assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignments.

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ARTICLE XII

## OFFICERS

The names and post office addresses of the officers of the above corporation are as follows:

NAME	ADDRESS	TITLE
ORLANDO RAMIS	7380 SW 42th St Miami FL 33155	President

ARTICLE XIII

## INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and registered office in the State of Florida shall be:

NAME	ADDRESS
ORLANDO RAMIS	7380 SW 42th St Miami FL 33155

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11/7/96  
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM IT MAY BE SERVED.

IN COMPLIANCE WITH SECTION 49.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT D.E.S. ENTERPRISES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED

AS ITS AGENT TO ACCEPT SERVICE BY PROCESS WITHIN FLORIDA.

SIGNATURE: TITLE: ORLANDO RAMIS, PRESIDENTDATE: 11/7/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: DATE: 11/7/96

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12-19

EMP CORP KIT COMPANY  
ELECTRONIC FILING COVER SHEET

P.02/04

((H96000015932 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: D.E.S. ENTERPRISES, INC.

AUDIT NUMBER.....H96000015932

DOC TYPE.....BASIC AMENDMENT

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EMPIRE CORPORATE KIT

P.01/04



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 12, 1996

D.E.S. ENTERPRISES, INC.  
7380 SW 42ND STREET  
MIAMI, FL 33155

SUBJECT: D.E.S. ENTERPRISES, INC.  
REF: P96000091811

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

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000015932  
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EMPIRE CORPORATE KIT

P.03/04

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ARTICLES OF INCORPORATION

H9600001593

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

OF

D.E.S. ENTERPRISES, INC.

9960000 91811

(present name)

*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:

ARTICLE III

Capital stock is hereby amended to read as follows, to-wit:  
FIFTY SHARES (50) NO PAR VALUE

SECOND:

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

n/a

THIRD:

The date of each amendment's adoption: 11/12/96

FOURTH: 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)

Florida Bar # 250147  
ADOLFO Z AGUILA, ESQ

6780 Coral Way  
Miami, Florida 33155

(305) 261-4000

(continued)

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EMPIRE CORPORATE KIT

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Signed this 12 day of November, 1996.

D.E.S. ENTERPRISES, INC.

(Corporation Name)

By

ORLANDO RAMIS

(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)

ORLANDO RAMIS

(Typed or printed name)

PRESIDENT

(Title)

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