

**POST & ROMERO**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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PAW C. OF  
CARLOS A. ROMERO, JR., P.A.  
ADMINISTRATIVE  
ILLINOIS  
PURCHASE

ROBERT G. POST, P.A.  
ADMINISTRATIVE  
FLORIDA

*96000095545*

November 14, 1996

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\*\*\*\*122.50 \*\*\*\*122.50

**BY EXPRESS MAIL# EM116540505US**

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

**RE: THE MORENO COMPANY, INC.**

FILED  
96 NOV 18 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dear Gentlemen:

I enclose a check for \$122.50 to file the attached original and one copy of the articles of incorporation. We request that a certified copy of the filing be returned to us by Express Mail in the attached prepaid pouch.

Sincerely yours,

POST & ROMERO

*Carl*  
Carlos A. Romero, Jr.  
For the Firm

Encl. - art. of incorp. (original & copy)  
- FU(CAP) check # 1812

CAR/ka

cc: Frank & Susan Moreno

(moreno\corp)\trcorpfilefcc

*11/28*

**ARTICLES OF INCORPORATION  
OF**

**The Moreno Company, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is: The Moreno Company, Inc.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in any activity of business permitted under the laws of the United States, any State, or any foreign country.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock with a par value of \$0.01 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Directors.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### **ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE V - DIRECTORS**

This corporation shall have two Directors. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the bylaws. Directors need not be stockholders or residents of Florida.

This corporation is empowered to . . . anify any officer, director, or shareholder in accordance with the Florida Statutes, as now and hereinafter amended.

#### **ARTICLE VI - INITIAL DIRECTOR**

The name and address of each member of the first Board of Directors are:

Frank J. Moreno  
745 Blue Road  
Coral Gables, FL 33146

Susan Moreno  
745 Blue Road  
Coral Gables, FL 33146

#### **ARTICLE VII - SUBSCRIBERS**

The name and address of each subscriber of these Articles of Incorporation are:

Susan Moreno  
745 Blue Road  
Coral Gables, Florida 33146

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the stockholders.

#### **ARTICLE IX - CALLING OF SPECIAL MEETINGS**

Special meetings of stockholders may be called by a majority of the stockholders.

#### **ARTICLE X - STOCKHOLDER QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

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

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 stockholders meeting by the majority of the stock entitled to vote thereon.

#### **ARTICLE XII - AFFILIATED TRANSACTIONS**

This corporation elects not to be governed by the section of the Florida Business Corporation Act, as hereafter might be amended, dealing with affiliated transactions.

**ARTICLE XIII - INITIAL PRINCIPAL OFFICE OR MAILING ADDRESS**

The initial principal office or mailing address is as follows:

745 Blue Road  
Coral Gables, Florida 33146

The principal place of business may be changed by a majority of the members of the board of directors present at a validly convened meeting.

**IN WITNESS WHEREOF**, the Subscriber of these Articles of Incorporation has hereunto set his hand and seal this 14 day of November, 1996.

Susan Moreno  
Susan Moreno

**CERTIFICATE  
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 NOV 18 PM 12:02

FILED

In compliance with Florida Statutes, the following is submitted. First - that The Moreno Company, Inc. desiring to organize under the laws of the State of Florida with its principal office at 745 Blue Road, Coral Gables, Florida 33146, has named Susan Moreno located at 745 Blue Road, Coral Gables, Florida 33146, as its agent to accept service of process within this State.

### **ACKNOWLEDGMENT**

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office. The registered agent is familiar with, and accepts, the obligations provided under the Florida Business Corporation Act.

**REGISTERED AGENT: Susan Moreno**

By: *Susan Moreno*

Susan Moreno  
745 Blue Road  
Coral Gables, Florida 33146