

P9700000370

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: P & D CORPORATION

AUDIT NUMBER.....H97000000610

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1997

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: P & D CORPORATION
REF: W97000000754

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Terri Buckley
Corporate Specialist

FAX Aud. #: E97000000610
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ARTICLES OF INCORPORATION OF
BRETEMA CORPORATION

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

ARTICLE I. NAME

The name of the corporation shall be:

BRETEMA CORPORATION

The principal place of business of this corporation shall be:

CO: MARIA TERESA VAZQUEZ, PRESIDENT

240 GALEN DR., SUITE 212 KEY BISCAYNE, FLORIDA 33149

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000 shares of common stock having \$1.00 per value per share, all of one class.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 240 GALEN DR., SUITE 212 KEY BISCAYNE, FLORIDA 33149 and the name of the initial registered agent of the corporation at that address is MARIA TERESA VAZQUEZ.

Prepared by:
Magda Montiel Davis, P.A.
2650 S.W. 27 Avenue, Ste. 300
Miami, Florida 33133
Attorney State License # 236901
305-446-1151

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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/her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have a board of directors consisting of no less than one director. The initial Board of Directors shall be:

MARIA TERESA VAZQUEZ, President

240 GALEN DR., SUITE 212 KEY BISCAYNE, FLORIDA 33149

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: **MARIA TERESA VAZQUEZ, 240 GALEN DR., SUITE 212 KEY BISCAYNE, FLORIDA 33149**

ARTICLE IX. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

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IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals this 7th day of January 1997 for the purpose of forming this Corporation under the laws of the State of Florida.

MARIA TERESA VAZQUEZ, PRESIDENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

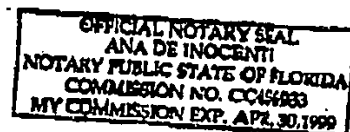
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STATE OF FLORIDA)
: SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of January, 1997. By MARIA TERESA VAZQUEZ, who is personally known to me and who did take an oath.

Notary Public, State of Florida at Large



My Commission Expires:

ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501.

IN WITNESS WHEREOF I have hereby set my hand and seal this 7th day of January, 1997.

MARIA TERESA VAZQUEZ
REGISTERED AGENT

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