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TRANSMITTAL LETTER

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

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-01/13/97--01055--020
****122.50 ****122.50

Miami Coast Realty, Corp.

SUBJECT: _____
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$ 122.50. Please return one copy of the Articles stamped with the filing date.

FROM:

Martti Kalkas

Name

15419 SW 54th Street

Address

Miami, FL 33185

City, State, Zip

(305) 577-9716

Area Code and Phone Number (Daytime)

FILED
97 JAN 13 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REC

JAN 21 1997

ARTICLES OF INCORPORATION OF

Miami Coast Realty, Corp.

(Name of Corporation)

FILED

97 JAN 13 AM 8:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

MIAMI COAST REALTY, CORP.

with the principal place of business located at:

2924 Collins Ave., #204
Miami Beach, Florida 33140

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rate share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

2924 Collins Ave., #204
Miami Beach, Florida 33140

The name of the Initial Registered Agent of this corporation is:

Carlos Rovira



ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Witney Macarini
Heloisa de Figueiredo Macarini
Carlos Rovira

ARTICLE VII - INCORPORATORS

The name of and address of the persons signing this article is:

Witney Macarini
5161 Collins Ave., #1601
Miami Beach, Florida 33140

Carlos Rovira
2924 Collins Ave., #204
Miami Beach, Florida 33140

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - MANAGEMENT OF CORPORATION 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 director of, shareholders of this corporation.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.



ARTICLE XI - SHAREHOLDERS

Affirmative vote of a majority of the shareholders of this corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The corporation will initially issue one hundred (100) shares. The names and addresses of each shareholder to the articles of incorporation are as follows:

Witney Macarini 50 shares
5161 Collins Ave., #1601
Miami Beach, Florida 33140

Heloisa de Figueiredo Macarini 1 share
5161 Collins Ave., #1601
Miami Beach, Florida 33140

Carlos Rovira 49 shares
2924 Collins Ave., #204
Miami Beach, Florida 33140

ARTICLE XII - DISSOLUTION

In case of dissolution, after satisfying the debtors of the corporation, all of the remaining fixed assets of the corporation will be distributed to shareholder Witney Macarini.

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this day of , 199


Incorporator


Incorporator

FILED

.97 JAN 13 AM 8:04³

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the Miami Coast Realty, Corp. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed

Carlos Rovira
2924 Collins Ave., #204
Miami Beach, Florida 33140

as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of the
Miami Coast Realty, Corp.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this day of , 199



Registered Agent