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TRANSMITTAL LETTER

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

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-01/24/97--01006--002
****131.25 ****131.25

SUBJECT: UGALDE ENTERPRISES, INC.
(Proposed corporate name - must include suffix)

FILED
97 JAN 23 AM 9 04
SECRET
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: RAYMOND G FLORES
C G FLORES ACCOUNTING & TAX SERVICE
Name (Printed or typed)

809 BEVERLY PARKWAY
Address

PENSACOLA, FL 32505
City, State & Zip

(904) 435-6845
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

2/1
1-29-97

**ARTICLES OF INCORPORATION
OF
UGALDE ENTERPRISES, INC.**

FILED
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SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator, being one (1) in number, for the purpose of becoming a body corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME AND PRINCIPAL OFFICE

The name of the corporation shall be UGALDE ENTERPRISES, INC. The registered office and principal place of business of this corporation shall be at 3560-A Deloach Street, Pensacola, Florida 32514.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted is as follows:

- A. To operate a property management facility where services are offered to the general public.
- B. To manage any and all kinds of real estate properties including the buying, selling, leasing, and other such related activities.
- C. To engage in 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 aggregate number of shares of stock said corporation is authorized to have outstanding at any one time shall be 10,000 shares of voting common stock at \$1.00 par value. In doing so, it is stipulated that the total authorized capital of this corporation shall

be valued at ten thousand dollars (\$10,000.00) divided into 10,000 shares at \$1.00 par value per share, all of which may be outstanding at any time when appropriately and lawfully issued. The amount of capital stock outstanding this corporation will begin business is set at 1000 shares (\$1,000.00).

ARTICLE IV: PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which the person holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually, and the existence shall cease only upon lawful dissolution. For tax purposes, this corporation will operate under Title 26 Section 1244 (USC).

ARTICLE VI: OFFICERS' DIRECTIONS

The number of directors of said corporation is hereby fixed at not less than two, and no more than five. The number of directors to be chosen for any year is determined by the stockholders at the annual meeting for the election of directors. In provision, the number of members of the Board of Directors shall consist of three members until the first annual stockholders' meeting.

The officers and the board of directors are subject to the provisions of the Articles of Incorporation, the by-laws of this corporation, and the laws of the State of Florida. They shall hold office for the first year of service of the corporation until successors are elected. The following are the qualified and elected officers and directors of the corporation for the first year:

President/Director.....Thelma Ugalde

Vice President/Director.....^f ^{MC} Daphne Lopez

Secretary/Director.....Maria Calderon

The names and addresses of each subscriber to this corporation and the number of shares that they agree to take and purchase are as follows:

1. Thelma Ugalde 600 shares
 Res. Angela, Piso 3, Apto 31
 Calle Caurimare
 Colinas De Bello Monte,
 Caracas
 Venezuela
2. Daphne Lopez 200 shares
 Ed. Yin, Piso 10, Apto 104
 Av. Tocuyo, Res Yin-Yan
 Colinas De Bello Monte,
 Caracas
 Venezuela
3. Maria Calderon 200 shares
 3560-A Deloach Street
 Pensacola, Florida 32514

ARTICLE VII: RESTRICTIONS ON TRANSFER OF STOCK

Subject to the priority of the corporation, the corporation and the remaining stockholders of the corporation shall have a preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, the stockholder shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of

such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him or her desiring to sell shall be at liberty to affect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE VIII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Maria Calderon
3560-A Deloach Street
Pensacola, Florida 32514

ARTICLE IX: 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 stockholder' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X: INCORPORATOR

The name and street address of the incorporator of these articles of incorporation is as follows:

1. Maria Calderon
3560-A Deloach Street
Pensacola, Florida 32514

IN WITNESS WHEREOF, the undersigned incorporator has executed these foregoing Articles of Incorporation on this

20TH day of JANUARY, 1997.

Maria Calderon

Maria Calderon, Incorporator

STATE OF FLORIDA:
COUNTY OF ESCAMBIA:

This day, before the undersigned Notary Public, Maria Calderon personally appeared. This individual executed the foregoing Articles of Incorporation and acknowledged similar purposes, objectives, and limitations expressed therein.

IN TESTIMONY WHEREOF, I have set my signature and affix my official seal this
20TH day of JANUARY of 1997.



ENRIQUETTA G. FLORES
My Commission OC430078
Expires Feb 15 1999
Bonded by HAI
800-422 1555

(SEAL)

Enriquetta G. Flores
Enriquetta G. Flores, Notary Public

**STATEMENT OF SUBSCRIPTION TO CAPITAL STOCK OF
UGALDE ENTERPRISES, INC.**


STATE OF FLORIDA:
COUNTY OF ESCAMBIA:

Before me, the undersigned authority, Maria Calderon, personally appeared . She duly swears, deposes, and states as follows:

1. I am the person authorized and designated by Ugalde Enterprises, Inc. to receive subscriptions of Capital Stock of this Corporation. And, I make this CERTIFICATE under oath in compliance with the provisions of the Code of Florida in conjunction with filing Articles of Incorporation of said Corporation in the Court of Florida.

The amount of capital which has been paid in is one thousand dollars (\$1,000.00) for the subscription of 1,000 shares of stock. The consideration of the above is either in cash, property, or service rendered to said corporation based on a vote of the Board of Directors.

Acknowledgment of receipt for the sum of one thousand dollars (\$1,000.00) was paid in full by the aforementioned subscribers in exchange for issuance of stock in order for a Corporation to be formed.



Maria Calderon

Sworn and subscribed before me this 20TH day of JANUARY of 1997.



ENRIQUETTA G. FLORES
My Commission OC439076
Expires Feb 15 1999
Bonded by HAI
800-422 1555



Enriqueetta G. Flores

**SUBSCRIPTION LIST OF CAPITAL OF
UGALDE ENTERPRISES INC.**

I, Maria Calderon, associate for the purpose of forming a Corporation to be known as UGALDE ENTERPRISES, INC. in Escambia County in Pensacola, Florida designate Maria Calderon as the person to receive subscriptions for the capital of the corporation. The subscribed number of shares of stock are listed opposite the names of the subscribers. So doing, they agree to pay \$1.00 per share of stock as listed:

SUBSCRIBER	SHARES	AMOUNT
Thelma Ugalde	600	\$ 600.00
Daphne Lopez	200	200.00
Maria Calderon	200	200.00

I agree that the authorized capital of the corporation shall be set at ten thousand shares when lawfully issued, and that the stock shall have a par value of one dollar (\$1.00) per share. The total number of shares authorized upon incorporation shall be 10,000 shares valued at ten thousand dollars (\$10,000.00).

Dated this 20TH day of JANUARY of 1997.

Maria Calderon
Maria Calderon, Secretary

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation: UGALDE ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

Maria Calderon
(NAME)

3560-A Deloach Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Pensacola, Florida 32514
(CITY/STATE/ZIP)

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JAN 23 AM 9:04
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Maria Calderon

(SIGNATURE)

01/20/97

(DATE)