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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: ~~MAR-Y-DEL-CORP~~ *El Retiro Corp.*

AUDIT NUMBER.....H97000002438

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

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 17, 1997

EMPIRE

^{EL}
SUBJECT: RETIRO CORP.
REF: W97000003623

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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CONFLICTS RETIRO, INC., P96000092964, FILED 11/13/96, PEMBROKE PINES, FL.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Dana Calloway
Document Specialist

FAX Aud. #: H97000002438
Letter Number: 797A00008374

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ARTICLES OF INCORPORATION OFEL RETIRO CORP.

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:

EL RETIRO CORP.

The principal place of business of this corporation shall be:

C/O: FRANCO VALENTINO

7409 S.W. 152 AVENUE, #101, MIAMI, FLORIDA 33193

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TALLAHASSEE, FLORIDA

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 500 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 7409 S.W. 152 AVENUE, #101, MIAMI, FLORIDA 33193 and the name of the initial registered agent of the corporation at that address is FRANCO VALENTINO

Prepared by:
Magda Montiel Davis, P.A.
2650 S.W. 27 Avenue, Ste. 304
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 rate share thereof at the price at which it is offered to others.

ARTICLES VII. DIRECTORS

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

FRANCO VALENTINO, PRESIDENT

7409 S.W. 152 AVENUE, #101, MIAMI, FLORIDA 33193

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: **FRANCO VALENTINO, 7409 S.W. 152 AVENUE, #101, MIAMI, FLORIDA 33193**

ARTICLE IX. AMENDMENTS

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

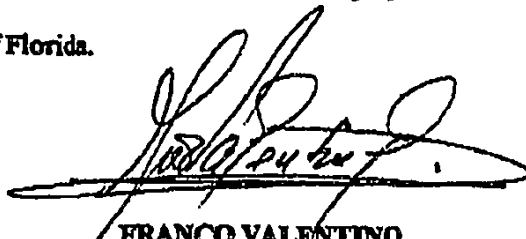
ARTICLE X. MANAGEMENT BY SHAREHOLDERS

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 11 day of FEBRUARY 1997 for the purpose of forming this Corporation under the laws of the State of Florida.



FRANCO VALENTINO

PRESIDENT

STATE OF FLORIDA)

: SS

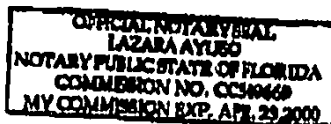
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11 day of February, 1997.
By FRANCO VALENTINO who is personally known to me and who did take an oath.



Notary Public, State of Florida at Large

My Commission Expires:

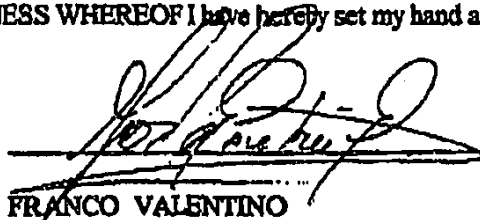


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H 9700 000 2 4 3 8**ACCEPTANCE OF APPOINTMENT**

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 day of February, 1997.



FRANCO VALENTINO

REGISTERED AGENT

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

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