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Irene 2-19-97

Mendez + Mendez
Inspector's Name
901 Ponce de Leon #304
Address
Coral Gables, FL 33134
City State ZIP Phone
643-3850

VALIDATION ONLY

FILED
97 FEB 20 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Villar Investments, Inc.



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
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- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

97 FEB 20 10:07
DIVISION OF CORPORATIONS

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

FEB 20 1997

CERTIFIED COPY

ARTICLES OF INCORPORATION OF
VILLAR INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida hereby certify as follows:

ARTICLE ONE

The name of the corporation is: VILLAR INVESTMENTS, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States, and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be:

500 shares of common stock with a par value of \$1.00 per share.

ARTICLE FOUR

The amount of capital the corporation is to start business with shall not be less than \$500.00.

ARTICLE FIVE

The corporation shall have perpetual existence beginning with the date of incorporation.

ARTICLE SIX

The principal office of the corporation shall be located at:

12020 S. W. 180th Street
Miami, FL 33177

or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE SEVEN

The initial principal office address of the corporation shall be:

12020 S. W. 180th Street
Miami, FL 33177

The Registered Agent is:

Benigno Villar
3207 S.W. 99th Place
Miami, FL 33165-3952

ARTICLE EIGHT

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) and no more than nine (9) directors as shall from time to time be designated by the by-laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE NINE

The names and street addresses of the first Board of Directors who, subject to the provisions of these articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida shall hold office for the first year of corporate existence or until their successors are elected and are fully qualified, are:

<u>NAMES</u>	<u>ADDRESSES</u>
MIGUEL VILLAR, President	12020 S. W. 180th Street Miami, FL 33177
MIGUEL VILLAR, JR., Treasurer	8771 N. W. 14th St. Pembroke Pines, FL 33024
MERCEDES VILLAR, Secretary	12020 S. W. 180th Street Miami, FL 33177

All of the said Directors are of full age and at least one is a citizen of the United States of America.

ARTICLE TEN

The name and street address of the subscriber of the Articles of Incorporation is:

12020 S. W. 180th Street
Miami, FL 33177

ARTICLE ELEVEN

The by-laws of this corporation may be created, amended or changed by either the stockholders or the Directors at any regular or duly scheduled special meeting.

ARTICLE TWELVE

This corporation shall have, in addition to a President, Vice President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its by-laws.

ARTICLE THIRTEEN

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors.

Any person may hold two (2) or more offices of the corporation.

ARTICLE FOURTEEN

Every person who is or hereafter shall become a Director of this Corporation shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred or imposed upon in connection with, or resulting from any action, suit or proceedings of whatever nature to which he is or shall be made a party by any reason of his being or having been a Director of the Corporation, whether or not he is a Director of the corporation at the time he is made a party to such action, suit or proceedings, or at the time such cost or expense is incurred by or imposed upon him.

However, an exception is made to the above in relation to matters as to which he shall finally be adjudged in such action, suit or proceedings, to have been derelict in the performance of the duties imposed upon him as such Director.

The right of indemnification herein provided shall not be exclusive or other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 19 day of Feb 1997


MIGUEL VILLAR, SUBSCRIBER

STATE OF FLORIDA)

COUNTY OF DADE) SS:

I HEREBY CERTIFY that on the 19th day of Feb 1997 personally appeared before me:

MIGUEL VILLAR

to me well known to me to be the person who executed the foregoing ARTICLES OF INCORPORATION and who acknowledged before me that the signed and executed the same for the purposes expressed.

SWORN TO AND SUBSCRIBED BEFORE ME at Coral Gables, DADE County, Florida the day and year above written.


NOTARY PUBLIC

My Commission Expires:



IRENE C. MEDEROS
COMMISSION # CC 291076
EXPIRES JUL 30, 1997
Atlantic Bonding Co., Inc.
800-732-2246

**CERTIFICATE DESIGNATING PLACE FOR SERVICE OF PROCESS AND
REGISTERED AGENT**

VILLAR INVESTMENTS, INC., desiring to organize as a corporation under the laws of the State of Florida with its principal place of business at 12020 S. W. 180th Street, Miami, FL 33177 has named Benigno Villar whose address is 3207 S. W. 99th Place, Miami, FL 33165-3952 as registered agent to accept process within the State of Florida.

I hereby accept and act as registered agent for VILLAR INVESTMENTS, INC.. and comply with all of the statutory provisions relating to my designation as registered agent.


Benigno Villar, Registered Agent

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