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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GREENBUD INC.

AUDIT NUMBER.....H97000005838

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 9, 1997

EMPIRE

SUBJECT: GREENBUD, INC.
REF: W97000008308

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Agnes Lunt
Corporate Specialist

FAX Aud. #: B97000005838
Letter Number: 197A00017933

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ARTICLES OF INCORPORATION
OF
GREENBUD INC.

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97 APR 10 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GREENBUD INC.

The principal place of business of this corporation shall be:

1215 WEST AVENUE, #5, MIAMI BEACH, FLORIDA 33139

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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.

This Instrument Prepared By:
LAW OFFICE OF RICHARD GONZALEZ, P.A.
420 LINCOLN ROAD, SUITE 335
BARNETT BANK BUILDING
MIAMI BEACH, FL 33139
FL BAR #0716642

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ARTICLE III CAPITAL STOCK

The maximum number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid for in cash, services, property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 1215 WEST AVENUE, # 5, MIAMI BEACH, FLORIDA 33139, and the name of the initial registered agent of this corporation at that address is RICHARD GONZALEZ, ESQUIRE.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall be conducted by a Board and have two directors initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one director. The name and address of the initial directors of this corporation is:

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CARLOS ALBERTO RODRIGUEZ

2817 SW 39 AVE
MIAMI, FL 33134

SEAN FEMRITE

1215 WEST AVE # 5
MIAMI BEACH, FL 33139

ARTICLE VII INITIAL OFFICERS

The names of the initial officer is as follows:

PRESIDENT: SEAN FEMRITE
VICE PRESIDENT: CARLOS ALBERTO RODRIGUEZ
SECRETARY: SEAN FEMRITE
TREASURY: CARLOS ALBERTO RODRIGUEZ

ARTICLE VIII INCORPORATOR

The names and street addresses of the person signing these articles is:

CARLOS ALBERTO RODRIGUEZ

2817 SW 39 AVE
MIAMI, FL 33134

SEAN FEMRITE

1215 WEST AVE #5
MIAMI BEACH, FL 33139

ARTICLE IX DISTRIBUTION

The name and post office address of each subscriber of this Articles of Incorporation, and the number of shares of stock which each agrees to take and the sums subscribed to and paid are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
CARLOS ALBERTO RODRIGUEZ	2817 SW 39 AVE MIAMI, FL 33134	250

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SEAN FEMRITE

1215 WEST AVE # 5
MIAMI BEACH, FL 33139

250

ARTICLE X EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State of the State of Florida.

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6 of APRIL, 1997.

Signature of Incorporators


CARLOS ALBERTO RODRIGUEZ


SEAN FEMRITE

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STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

THE FOREGOING INSTRUMENT, was acknowledged before me
this 6 day of April, 1997, by, CARLOS ALBERTO
RODRIGUEZ AND SEAN FENRITE, who are personally known to me or
who has produced his Florida Drivers License
(type of identification) as
identification who did (did not) take an oath.

Richard Gonzalez
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

Richard Gonzalez
NAME OF OFFICER (PRINT OR TYPE) RICHARD GONZALEZ

ARTICLES OF INCORPORATION FILING FEE:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT: GREENBUD INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY
OF MIAMI BEACH, STATE OF FLORIDA, HAS NAMED RICHARD GONZALEZ,
ESQUIRE AS REGISTERED AGENT LOCATED AT 420 LINCOLN ROAD
SUITE 335 MIAMI BEACH, FLORIDA TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE:

Carlos Alberto Rodriguez
CARLOS ALBERTO RODRIGUEZ

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED

4/6/97


RICHARD GONZALEZ, REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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