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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

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NAME: ABAY NORTH, INC.

AUDIT NUMBER.....H97000006507

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

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 22, 1997

EMPIRE

SUBJECT: ABAY NORTE, INC.
REF: W97000009301

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

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Agnes Lunt
Corporate Specialist

FAX Aud. #: E97000006507
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**ARTICLES OF INCORPORATION OF
ABAY NORTH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I. NAME

The name of this corporation is: Abay North, Inc.

Article II. DURATION

This corporation shall have perpetual existence, commencing as of the date of filing of these Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is one thousand (1,000), all of which shall be common shares with a par value of one dollar (\$1.00).

Article V. PRE-EMPTIVE 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 she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the

This instrument prepared by:
JILMA M. LASSO, ESQ.
782 N.W. LE JEUNE ROAD, SUITE 440
MIAMI, FL 33126
(305) 445-0554
FL Bar No. 932663

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issuance of fractional shares at the price at which it is offered to others).

Article VI. INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The name and address of the initial Registered Agent and principal office address of this corporation is:

Initial Registered Agent
Jilma M. Lasso, Esq.
782 N.W. Le Jeune Rd.
Suite 440
Miami, Florida 33126

Principal Office Address
13400 S.W. 18 Street
Miami, Florida 33175

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially who shall serve until his successor, if any, is selected at the annual meeting of the shareholders. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by laws but shall never be less than one. The name and address of the initial Director of this corporation is:

Elas Becerra
13400 S.W. 18 Street
Miami, FL 33175

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation are:

President: Elas Becerra
13400 S.W. 18 Street
Miami, FL 33175

Vice President: Elas Becerra
13400 S.W. 18 Street
Miami, FL 33175

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Secretary: Blas Becerra
13400 S.W. 18 Street
Miami, FL 33175

Treasurer: Blas Becerra
13400 S.W. 18 Street
Miami, FL 33175

Article IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Blas Becerra
13400 S.W. 18 Street
Miami, FL. 33

Article X. BY LAWS

The power to adopt, alter, amend or repeal the by laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation.

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business affairs of this corporation shall

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be managed under the direction of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

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

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of April, 1997.

Witness

[Signature]
John M. Davis
[Signature]
William J. Smith

[Signature]
Blas Becerra

STATE OF FLORIDA }
COUNTY OF DADE } ss:

BEFORE ME, the undersigned authority, personally appeared BLAS BECERRA, to me known to be the person who executed the foregoing Articles of Incorporation or who produced a Florida Driver's License as identification and he acknowledged to

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the before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

4 day of April, 1997.

My commission expires:



ETELQIVE C CAJINA
COMMISSION # CC 511210
EXPIRES NOV 21, 1999
BONDED THRU
ATLANTIC BONDING CO INC.


NOTARY PUBLIC, State of Florida.
at Large

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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Chapter 607.34 Florida Statutes, the following is submitted in compliance with said Act:

First, Abay North, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named Jilma M. Lasso, Esq., located at City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Jilma M. Lasso
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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