

P970000040316

S

2:57 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000007021 3))

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: RAFFI'S CORP.

AUDIT NUMBER.....H97000007021

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:13:24

Client is aware
of the existence of
a similar corp.
(He still wants to file)
OK per BC

FILED
97 MAY -6 PM 3:46
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 30, 1997

EMPIRE

SUBJECT: RAFFI'S CORP.
REF: W97000009941

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.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Agnes Lunt
Corporate Specialist

FAX Aud. #: H97000007021
Letter Number: 597A00022429

447000007021

ARTICLES OF INCORPORATION
OF
RAFFI'S CORP.

FILED
97 MAY -6 PM 3:46
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation shall be: RAFFI'S CORP.

ARTICLE II
PURPOSE

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue at any time is 1,000 shares of \$1.00 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to have perpetual existence beginning on its filing date.

PREPARED BY:

JOSE L. PELLEJA, ESQ.
100 N.W. DOUGLAS ROAD
SUITE 500
MIAMI, FLORIDA 33125
FLORIDA BAR NO. 175327

649-7600 (505)

447000007021

497000007021

ARTICLE VI
ADDRESS

The principal place of business of this corporation shall be located at 1506 COLLINS AVENUE, SOUTH BEACH, FLORIDA 33193, with the corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VII
REGISTERED AGENT

The initial registered Agent of this corporation shall be Mayra M. Garcia, at 10830 S.W. 136 STREET, MIAMI, FLORIDA 33176.

ARTICLE VIII
BOARD OF DIRECTORS

This Corporation shall at all times have at least one and not more than five Directors who shall conduct the business of the Corporation as a Board of Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The names and addresses of the Members of the First Board of Directors who shall hold office until the first annual meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office or death are:

Mayra M. Garcia, President/Secretary/Director
10830 S.W. 136 Street
Miami, Florida 33176

ARTICLE X
INCORPORATORS

The names and addresses of the incorporator is:

Mayra M. Garcia
10830 S.W. 136 Street
Miami, Florida 33176

497000007021

449000007021

ARTICLE XI
BY LAWS

The By Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS

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

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performances of the duties imposed on him or her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 5th day of MAY, 1997.


Mayra M. Garcia

449000007021

H47000007021


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 RAFFI'S CORP. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business in Dade County, State of Florida, has named MAYRA M. GARCIA, located at 10830 S.W. 136 STREET, CITY OF MIAMI, STATE OF FLORIDA as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

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.


MAYRA M. GARCIA
REGISTERED AGENT
DATED: 5-5-97

FILED
97 MAY -6 PM 3:46
TALLAHASSEE, FLORIDA

H47000007021