

TRANSMITTAL LETTER

P97000044918

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 MAY 19 PM 10:58
TALLAHASSEE, FLORIDA

SUBJECT: Baez Investments Group, Inc.
Proposed corporate name - must include suffix

EFFECTIVE DATE
5-14-97

600002183146--0
-05/19/97--01113--001
****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00
- \$78.75
- \$122.50
- \$131.25

FROM: OLGA BAEZ
Name (printed or typed)

435 SW 84 AVE
Address

MIAMI, FL 33144
City, State & Zip

(305) 226-5705
Daytime Telephone number

F. CHIDLER MAY 21 1997

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
BAEZ INVESTMENTS GROUP, Inc.**

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WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

EFFECTIVE DATE
5-14-97

The name of this corporation shall be: **BAEZ INVESTMENTS GROUP, INC.**
(hereinafter referred to as the corporation.) Its Registered Office shall be located at **435 S.W. 84 Ave., Miami, Florida 33144** in the County of Dade. Its Registered Agent shall be **Olga Baez**, whose address is **435 S.W. 84 Ave. Miami, County of Dade, State of Florida.**

ARTICLE II

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To carry on business in the United States or any foreign county or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all types, both as principal and agent, in any part of the world.
- b. To enter into, make, perform and carry out contracts of every kind and for any lawful

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or trust or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this chapter.

ARTICLE III

CAPITAL STOCK

The capital stock of the corporation shall consist of :

a. **one hundred** (100) shares of no par value. - For the incorporation purposes, each share will have a nominal value set at NO PAR VALUE (\$ 0.00) per share as consideration.

b. Said shares of common stock to have no par value. All shares to be issued fully paid and non-assessable. The capital stock of this Corporation may be paid in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the

d. The holders of these shares of common stock are to have preemptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be no less than One thousand dollars (\$ 1,000.00)

ARTICLE V

TERMS OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these articles.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than two (2) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, the By-Laws and the Act of the Legislature approved June 1, 1925 and the acts amendatory thereto, shall hold office for the first year of the corporation's --

| <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------|---------------|--|
| President : | Jesus E. Baez | 435 S.W. 84 Ave. Miami, Florida , 33144 |
| Sec/Treas | Olga Baez | 435 S.W. 84 Ave. Miami, Florida, 33144 |

ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follow:

| <u>Name & Title</u> | <u>Address</u> | <u>Shares</u> |
|------------------------------|--|---------------|
| Jesus E. Baez (President) | 435 S.W. 84 Ave. Miami, Florida , 33144 | 50 % |
| Olga Baez (Sec/Treas) | 435 S.W. 84 Ave. Miami, Florida, 33144 | 50 % |

ARTICLE IX

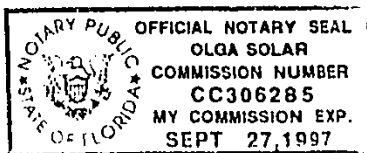
BY-LAWS

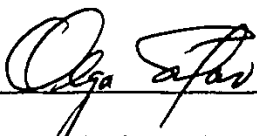
The regulation of the business and the conduct of the affairs of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholder of the corporation as soon as practical after the corporation be formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at 435 S.W. 84 Ave. Miami, Dade County, Florida for the uses and purposes

I HEREBY CERTIFY that on this 14 th. day of May 1997, before me personally appeared Jesus E. Baez and Olga Baez , President and Secretary/Treasurer respectively, to me well known to be the persons described as subscribers in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal and hand at 435 S.W. 84 Ave., Miami, Dade County, this 14 th day of May, 1997 A.D.





Notary Public, State of Florida.

My Commission expires :

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First: That Baez Investments Group, Inc. desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 435 S.W. 84 Ave., 33144 City of Miami, County of Dade, State of Florida, has named Olga Baez located at 435 S.W. 84 Ave., 33144 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 provisions of said Act relative to keeping open said office.

By :


Olga Baez (Registered Agent)

TALLAHASSEE, FLORIDA

97 MAY 19 2:10:58

FILED