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Stanley H. Apte

Attorney at Law

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 27 PM 12:07

MEMBER
FLORIDA AND NEW YORK BAR

SUITE 230
ONE LINCOLN ROAD BUILDING
Miami Beach, Florida 33139

TELEPHONE (305) 538-6414

May 24, 1997

Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

Att: Division of Corporations

Re: NEW WORLD INTERNATIONAL CORPORATION

200002191162--1
-05/27/97--01049-011
****122.50 ****122.50

Gentlemen:

Enclosed please find original and one copy, each fully executed, of the Certificate of Incorporation for the above referenced newly formed Corporation. Kindly note that the Resident Agent information is contained on the fifth page.

I have also enclosed a check for One Hundred Twenty Two & 50/100 Dollars to cover the following items:

Filing fees:	\$ 35.00
Resident Agent Designation	35.00
Certified copy of Certificate of Incorporation	52.50
Total	\$122.50

Please forward to me, as soon as possible, the Certified copy of the Certificate of Incorporation.

Should there be any Question concerning the enclosures, please call me collect, rather than return any of the papers.

Thank you.

Very truly yours,

STANLEY APTE GAVE

AUTHORIZATION BY PHONE TO

CORRECT ADDRESS CLARIFICATION

DATE 5-29-97

DOC. EXAM. R. PUEWITT

Stanley H. Apte
Stanley H. Apte

SHA:1a
Encls.

5/29/97

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CERTIFICATE OF INCORPORATION

WE, THE UNDERSIGNED, do hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

NEW WORLD INTERNATIONAL CORPORATION

ARTICLE II

NATURE OF BUSINESS

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

Any and all lawful businesses, including but not limited to Housing, Education, Health Care, other health services and products, domestic and foreign, and all other business purposes, domestic and foreign as indicated below:

(a) To buy, own, hold, rent, control, develop, improve, pledge, mortgage, lease, sell, or otherwise acquire, handle, hold, encumber and dispose of real estate and personal property or any interest therein; to construct, equip, repair, and improve houses, buildings, streets sidewalks and improvements of any kind or character whatsoever.

(b) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds or other securities, or evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations of any state or country, and to exercise all of the rights, powers and privileges of ownership thereof.

(c) To guarantee dividends on any shares of capital stock of any corporation or corporations in which this corporation may have

(e) To acquire all or any part of the good will, rights, property and business of any person, firm or corporation heretofore or hereafter engaged in any activity or business akin to any of the purposes and objects of this corporation, and to hold, own and dispose of the same or any part thereof, and to assume any liabilities of any such person, firm or corporation, and to conduct in any state or country the whole or any part of the business to be acquired.

(f) To purchase, hold, sell and transfer the shares of its own capital stock, provided its own capital stock shall not be thereby impaired, and provided further that any of its own capital stock belonging to the corporation shall not be voted in any corporate meeting.

(g) To do all and everything necessary and proper for the accomplishment of the purposes and objects set forth in this Certificate or any amendment thereof which may be necessary or incidental to the protection and benefit of this Corporation.

(h) To do any and all things and to enjoy any and all powers granted to corporations such as this by the Statutes of the State of Florida.

(i) To conduct a store or stores for the purchase and sale at retail and wholesale, of dry goods, groceries, crockery, glassware, queensware, harness, trappings, articles made from leather, notions, millinery, shoes, boots, toys, confectionery, wallpaper, decorations, furniture, hardware, carpets and all other articles of merchandise necessary and convenient for dress and household use.

(j) To establish, maintain, and conduct a general mercantile agency; to carry on every branch of business usually transacted in connection therewith, including the obtaining and acquiring by purchase or in any other lawful manner, information, statistics, facts and circumstances of, relating to, or affecting the business, capital, debt, solvency, credit, responsibility and commercial condition and standing of any and all individuals, firms, associations, and corporations, engaged in or connected with any business, occupation, industry or employment in any part of the civilized world, and particularly in and throughout the United States and Canada, and to dispose of, sell, loan, pledge, hire and use in any and all lawful ways the information, facts, statistics, and circumstances so obtained and acquired; also to establish, maintain, and conduct a general collection business for the recovery, enforcement, and collection of accounts, bills, debts, dues, demands and obligations and claims of all kinds; also to establish and conduct a general business of making and issuing contracts to secure the faithful performance of any mercantile or commercial contract or agreement, and for the prompt payment of any debt or obligation due under, or arising from or out of any mercantile or commercial transaction; also to acquire, by purchase or otherwise, and to establish, maintain, and conduct a general printing, publishing, bookbinding and advertising business, and to prepare and

controlling any articles which are or might be or become useful in the business of this company, and to purchase, acquire, hold and dispose of stocks, bonds, or other obligations including judgments, interests, accounts or debts of any corporation, domestic or foreign (except moneyed or transportation or banking or insurance corporations) engaged in a business similar to that of this company, or engaged in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this company, or in which, or in connection with which, the manufactured articles, products or property of this company may be used, or of any corporation with which this corporation is or may be authorized to consolidate according to law, and this company may issue in exchange therefor the stock, bonds or other obligations of this company.

(l) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvement of buildings or machinery stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business, as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

(m) To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this State to consolidate, or whose stock the company under the laws of this State and the provisions of this Certificate is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possessed of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as the consideration for the same to pay cash or to issue shares, stocks or obligations of this company.

(n) Subject to the limitations herein prescribed and the Statutes of this State, to purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the laws of this State or of any other state, or of any territory of the United States, or of any foreign country, except moneyed or transportation or banking or insurance corporations, and to sell or exchange the same, or upon the distribution of assets or dividends or profits, to distribute any such shares, stocks, or obligations or proceeds thereof, among the stockholders of this company.

(o) Subject to the limitations herein prescribed and the requirements of the Statutes of this State, to borrow or raise money for any purposes of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept

first obtained for that purpose, and always subject to the limitations herein prescribed.

(q) And further to do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided the grant of the foregoing enumerated powers is upon the express condition precedent, that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner to the extent that the same may be authorized to be exercised under the said acts above recited under which it was organized. The said Corporation may perform any part of its business outside the State of Florida, in the other states or colonies of the United States, and in foreign countries.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seven Hundred Fifty (750) shares of common voting stock having a nominal or par value of Five and No Cents-----dollars per share. Authorized capital stock may be issued by the corporation for cash, labor services, contracts, mortgages, closes in action or property of any kind, nature or description whatsoever, at a just valuation to be fixed by the stockholders which valuation, in their judgment, shall seem adequate. When the consideration so fixed for said stock has been fully paid and delivered, any and all shares so issued therefor shall be fully paid stock and not subject to any further call or assessment thereon.

ARTICLE IV

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED
/
~~PRINCIPAL~~ OFFICE

The initial post office address of the ^{initial registered} ~~principal~~ office of this corporation is to be at 330 71st Street, Suite 600, Miami Beach, County of Dade, State of Florida, 33141 with the privilege of having branch offices at other places. The stockholders may from time to time designate such other post office address and place for the ^{registered} ~~principal~~ office of this corporation as they may see fit. The principal office and the initial registered office have the same address.

ARTICLE VI

DIRECTORS

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>
GLADYS R. HERNANDO	5760 La Gorce Drive, Miami Beach, FL 33140
JORGE R. HERNANDO	5760 La Gorce Drive, Miami Beach, FL 33140
ANN MARIE ROBINS	5760 La Gorce Drive, Miami Beach, FL 33140

ARTICLE VII

The amount of capital with which the corporation will begin business is Five Hundred and No Cents Dollars (\$500.00).

ARTICLE VIII

Registered
RESIDENT AGENT

The following person is designated as this corporation's registered agent to accept service of process within this state in pursuance of Chapter 48.091, Florida Statutes.

<u>NAME</u>	<u>ADDRESS</u>
GLADYS R. HERNANDO	300 71st Street, Miami Beach, Florida 33141 Suite 600

Acknowledgment by Designated Agent: Having been named to accept service of process for the above stated corporation, at the above address, 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 *GLADYS R. HERNANDO*
GLADYS R. HERNANDO (RESIDENT AGENT)

ARTICLE IX

NAMES AND ADDRESSES OF SUBSCRIBERS INCORPORATORS

The names and post office addresses of each ~~subscriber~~ incorporator of this Certificate of Incorporation, and a statement of the number of shares of stock which they have agreed to purchase are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>	<u>NO. SHARES</u>	<u>VALUE OF SHARE</u>
GLADYS R. HERNANDO	5760 La Gorce Dr., Miami Beach, Florida 33140	52	\$260.00
JORGE R. HERNANDO	5760 La Gorce Dr., Miami Beach, Florida 33140	24	\$120.00
ANN MARIE ROBINS	5760 La Gorce Dr., Miami Beach	24	\$120.00

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ARTICLE X

OFFICERS




The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such 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 stockholders. Any person may hold two or more offices except that the President shall not also be the Secretary or Assistant Secretary of the corporation.

ARTICLE XI

AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

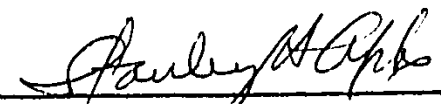
IN WITNESS WHEREOF, we, the undersigned subscribing incorporators have hereunto set our hands and seals this 23RD day of MAY, 1997, for the purpose of forming this corporation under the laws of the State of Florida and we hereby make and file in the office of the Secretary of State of the State of Florida, this Certificate of Incorporation and certify that the facts therein are true.


GLADYS R. HERNANDO (SEAL)

JORGE R. HERNANDO (SEAL)

ANN MARIE ROBINS (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)

Before me personally appeared GLADYS R. HERNANDO, JORGE R. HERNANDO, and ANN MARIE ROBINS, who are personally to me well known and known to me to be the individuals described in and who executed the foregoing Certificate of Incorporation and acknowledged before me that they executed the same for the purposes contained therein.

WITNESS my hand and official seal this 23RD day of
May, 1997.


Paul H. Apple