

P97000050310

Robert Cernuda, Jr.  
Requestor's Name

230 S.W. 15th St.  
Address

Fort Lauderdale  
City/State/Zip

33315  
Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Galeria Cernuda, Inc.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #) 100102202507-3  
-05/05/97--01023--017

3. (Corporation Name) (Document #) \*\*\*\*122.50 \*\*\*\*122.50

4. (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ST. JAMES-5 PM 2:49  
FLORIDA

JUN 6 BSP

ARTICLES OF INCORPORATION  
OF  
GALERIA CERNUDA, INC.

FILED  
97 JUN -5 PM 2:49  
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 this Corporation shall be: GALERIA CERNUDA, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1 par value common stock.

This power is hereby reserved unto the stockholders. The stockholders may issue the shares of this corporation for such consideration as is determined from time to time by the stockholders.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE V - PREEMPTIVE 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 he/she already holds, shall have the right to purchase his pro rata share therefor (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 230 Southwest 15th Street, Fort Lauderdale, FL 33315 and the name of the initial registered agent of this corporation at that address is Maxmiliano J. Andreu.

#### ARTICLE VII - PRINCIPAL OFFICE

The principal office of this corporation shall be located at 230 Southwest 15th Street, Fort Lauderdale, FL 33315 or such other location as may be chosen from time to time by the corporation's board of directors.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially as listed:

Roberto Cernuda, Jr.  
Maxmiliano J. Andreu  
Frank I. Chinea

The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed by the By-laws, but shall never be less than one (1).

#### ARTICLE IX - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
Roberto Cernuda Jr.	230 SW 15th Street Fort Lauderdale, FL 33315

Maxmiliano Andreu

230 SW 15th Street  
Fort Lauderdale, FL 33315

Frank I. Chinea

230 SW 15th Street  
Fort Lauderdale, FL 33315

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any claim or liability, provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his/her duties.

The rights accruing to any person under the forgoing provisions shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or any other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

#### ARTICLE XI - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### ARTICLE XII - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Maxmiliano J. Andreu	230 SW 15th Street Fort Lauderdale, FL 33315

#### ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE XIV - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of and all business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XV - 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 stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5 day of May, 1997.

  
Roberto Cernuda, Jr.

  
Maximiliano J. Andreu, Subscriber

  
Frank I. China

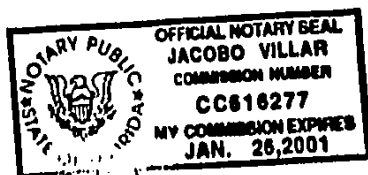
STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD )

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ROBERTO CERNUDA JR., MAXMILIANO J. ANDREU & FRANK I. CHINEA, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 29<sup>th</sup> day of MAY, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

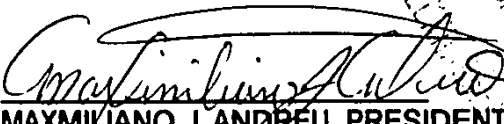


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

GALERIA CERNUDA, INC.

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

That GALERIA CERNUDA, 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 Fort Lauderdale, County of Broward, State of Florida has named MAXMILIANO J. ANDREU located at 230 SW 15th Street, City of Fort Lauderdale, State of Florida, County of Broward, as its agent to accept service of process within this State.

  
MAXMILIANO J. ANDREU, PRESIDENT

DATE 5/29/97

TALLAHASSEE  
JUN - 5 PM 2:49  
FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at 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.

  
MAXMILIANO J. ANDREU, PRESIDENT

DATE 5/29/97