

P97000057185

Document's Name

CALY P50 2.000. INC
11226 SW 74 ST
MIA. FL 33173

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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
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OTHER FILINGS	
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 PM 12:53

6/23/97 - TRIED TO CALL / NO LISTING



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

CALYPSO 2000, INC.
11226 S.W. 74TH ST.
MIAMI, FL 33173

SUBJECT: CALYPSO 2000 INC.
Ref. Number: W97000014133

We have received your document for CALYPSO 2000 INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 797A00032311



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1997

CALYPSO 2000 INC.
11226 S.W. 74TH ST.
MIAMI, FL 33173

SUBJECT: CALYPSO 2000 INC.
Ref. Number: W97000014587

We have received your document for CALYPSO 2000 INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Only one person may be designated as registered agent.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 997A00033250

ARTICLES OF INCORPORATION

OF

CALYPSO 2000 INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 30 PM 12:53

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION
NATURAL PERSON COMPETENT TO CONTRACT. DOES HEREBY ASSOCIATE TO FORM A
CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA ,
CORPORATION EXISTENCE SHALL COMMENCE UPON THE FILLING OF THE ARTICLES OF
INCORPORATION BY THE DEPARTMENT OF STATE.

ARTICLE I

THE NAME OF THIS CORPORATION I "CALYPSO 2000 INC. "

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSLATED BY
THIS CORPORATION IS :

(A) TO DO ANY AND ALL OF THE ACTS AND TO EXERCISE ANY AND ALL OF THE
POWER NOW HEREAFTER AUTHORIZER UNDER THE LAWS OF THE UNITED STATE.
AND THE STATE OF FLORIDA TO BE DONE OR EXERCISED BY CORPORATIONS
ORGANIZED FOR PROFIT.

(B) TO DO ANY AND ALL OF THE THINGS HEREIN SET FORTH AND EVERYTHING
NECESSARY , SUITABLE OR PROPER FOR THE ACCOMPLISHMENT OF ANY
PURPOSES , OF THE ATTAINMENT OF ANY OF THE OBJETS, OR THE FURTHERANCE
OF ANY OF THE POWERS , OF WHICH SHALL APPEAR TO BE CONDUCIVE OR
EXPEDIENT FOR THE PROTECTION OR BENEFIT OF THIS CORPORATION TO THE
SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO , AND ANY PART OF
THE WORLD AS PRINCIPAL , AGENT, CONTRACTOR ,OR OTHERWISE , ALONE OR IN
ASSOCIATION WITH OTHER CORPORATIONS , FIRMS, OR AND EITHER
INDIVIDUALS.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK AUTHORIZED TO BE BY THIS
CORPORATION IS 1.000 SHARES OF CAPITAL STOCK OF THE PAR VALUE OF ZERO (-0-)
DOLLARS PER SHARE, ALL OF WHICH SHALL HAVE THE SAME RIGHTS AND PRIVILEGES.
EACH SHARE OF CAPITAL STOCK SHALL ENTITLE THE HOLDER THEREOF TO ONE (1) VOTE
AT ANY STOCKHOLDER'S MEETING AND OTHERWISE TO PARTICIPATE IN ALL

III

SUCH MEETINGS AND IN THE ASSETS OF THE CORPORATION. THEY SHALL BE ISSUED FOR SUCH CONSIDERATIONS AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS. THEY MAY BE PAID FOR IN LAWFUL MONEY OF THE UNITED STATES OF AMERICA, OR IN SUCH PROPERTY, LABOR OR SERVICE. IN THE ABSENCE OF FRAUD, THE JUDGMENT OF THE DIRECTORS AS TO THE VALUE OF PROPERTY OR SERVICES RECEIVED IN CONSIDERATION FOR THE ISSUANCE OF STOCK SHALL BE CONCLUSIVE AND BINDING UPON ALL PERSONS WHOMSOEVER.

THE CORPORATION SHALL HAVE PRE-EMPTIVE RIGHTS TO PURCHASE, SUBSCRIBE FOR, OR TAKE ANY PART OF ANY STOCK OR ANY PART OF THE NOTES, DEBENTURES, BONDS OR OTHER SECURITIES CONVERTIBLE INTO OR CARRYING OPTIONS OR WARRANTS TO PURCHASE STOCK OF THE CORPORATION ISSUED, OPTIONED, OR SOLD BY AFTER ITS INCORPORATION. ANY PART OF THE CAPITAL STOCK AND PART OF THE NOTES, DEBENTURES, BONDS, OR OTHER SECURITIES CONVERTIBLE INTO OR CARRYING OPTIONS OR WARRANTIES TO PURCHASE STOCK OF THE CORPORATION AUTHORIZED BY THIS CERTIFICATE OF INCORPORATION OR BY AN AMENDED CERTIFICATE DULY FILED, MAY AT ANY TIME BE ISSUED, OPTIONED FOR SALE, AND SOLD OR DISPOSED OF BY THE CORPORATION PURSUANT TO A RESOLUTION OF ITS BOARD OF DIRECTORS TO SUCH PERSONS AND UPON SUCH TERMS AS MAY TO SUCH BOARD SEEM PROPER WITHOUT FIRST OFFERING SUCH STOCK OR SECURITIES OR ANY PART THEREOF TO EXISTING STOCKHOLDING.

ARTICLE IV

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS DISSOLVED ACCORDING TO LAW.

ARTICLE V

THE STREET ADDRESS OF THE CORPORATION'S PRINCIPAL OFFICE WILL BE 11226 SW 74TH STREET, MIAMI, FLORIDA, 33173. THE NAME OF THE REGISTERED AGENT AT SUCH ADDRESS WILL BE RAUL N ORSINI AND THE ADDRESS OF THE REGISTERED OFFICE WILL BE 11226 SW 74TH STREET, MIAMI, FLORIDA, 33173.

ARTICLE VI

THE CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS. VACANCIES ON THE BOARD OF DIRECTORS MAY BE FILLED IN ANY SPECIAL MEETING OF THE STOCKHOLDERS OR AT ANY MEETING OF THE DIRECTORS. DIRECTORS NEED NOT BE

STOCKHOLDERS OF THE CORPORATION. THEY SHALL HOLD OFFICE AFTER THEIR ELECTION FOR A PERIOD OF ONE (1) YEAR OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND, QUALIFIED, SUBJECT TO THEIR REMOVAL BY THE STOCKHOLDERS AT ANY TIME WITH OR WITHOUT CAUSE.

THE BOARD OF DIRECTORS SHALL HAVE COMPLETE CHARGE OF THE BUSINESS OF THE CORPORATION AND SHALL HAVE THE POWER TO ELECT COMMITTEES OF THE BOARD AND TO DELEGATE TO THEM, AS WELL AS TO THE OFFICERS OF THE CORPORATION, SUCH POWERS IN THE CONDUCT OF THE CORPORATION BUSINESS AS MAY BE DEEMED ADVISABLE. THE BOARD OF DIRECTORS SHALL ELECT THE CORPORATION, WHO SHALL CONSIST OF A PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER AND SUCH OFFICERS AS THE BOARD OF DIRECTORS MAY DEEM ADVISABLE AND SHALL DETERMINE THE COMPENSATION OF SUCH OFFICERS, INCLUDING THOSE WHO MAY ALSO BE DIRECTORS. NONE OF THESE OFFICERS ARE REQUIRED TO BE STOCKHOLDERS OF THE CORPORATION. ALL SUCH OFFICERS SHALL HAVE SUCH RANK, TENURE OF OFFICE, POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS OR DIRECTORS BY APPROPRIATE RESOLUTION.

THE BOARD OF DIRECTORS SHALL HAVE FULL POWER TO SPECIFY THE CONDITIONS UPON WHICH STOCK CERTIFICATES SHALL BE ISSUED AND TO REPLACE LOST OR DESTROYED CERTIFICATES BY NEW ISSUES.

ARTICLE VII

THE NAME AND STREET ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS IS:

- (1) RAUL N ORSINI
11226 SW 74TH STREET
MIAMI, FLORIDA 33173
- (2) RAUL CASALDERREY
11226 SW 74TH STREET
MIAMI, FLORIDA 33173

ARTICLE VIII

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION IS:

- (1) RAUL ORSINI
11226 SW 74TH STREET
MIAMI, FLORIDA 33173
- (2) RAUL CASALDERREY
11226 SW 74TH STREET
MIAMI, FLORIDA 33173

ARTICLE IX

NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER CORPORATION SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY ONE OR MORE OF THE DIRECTORS OF THIS CORPORATION IS OR ARE INTERESTED IN, OR IS OR ARE A DIRECTOR OR DIRECTORS OR OFFICER OR OFFICERS OF SUCH OTHER CORPORATION, AND NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER PERSON OR FIRM SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY ONE OR MORE DIRECTORS OF THIS CORPORATION IS A PARTY TO, OR ARE PARTIES TO, OR INTERESTED IN SUCH CONTRACT OR TRANSACTION; PROVIDED THAT EACH SUCH CASE, THE NATURE OF AND THE EXTENT OF SUCH DIRECTOR OR DIRECTORS AND SUCH CONTRACT OR OTHER TRANSACTION OR THE FACT THAT SUCH DIRECTOR OR DIRECTORS IS OR ARE A DIRECTOR OR DIRECTORS OR OFFICER OF SUCH OTHER CORPORATION IS DISCLOSED AT THE MEETING OF THE BOARD OF DIRECTORS AT WHICH SUCH CONTRACT OR OTHER TRANSACTION IS AUTHORIZED.

ARTICLE X

THE CORPORATION SHALL INDEMNIFY EVERY DIRECTOR OR OFFICERS, HIS OR HEIRS, EXECUTORS AND ADMINISTRATORS AGAINST: EXPENSES REASONABLY INCURRED BY HIM IN CONNECTION WITH ANY ACTION, SUIT OR PROCEEDING WHICH HE MAY BE MADE A PARTY BY REASON OF HIS BEING OR HAVING BEEN A DIRECTOR OR OFFICE OF THE CORPORATION, OR AT THE REQUEST OF ANY OTHER CORPORATION WHICH IS A STOCKHOLDER OR CREDITOR FROM WHICH HE IS NOT ENTITLED TO BE INDEMNIFIED, EXCEPT IN RELATION TO MATTERS AS TO WHICH HE SHALL FINALLY BE ADJUDGED IN SUCH ACTION, SUIT OR PROCEEDING TO BE LIABLE FOR NEGLIGENCE OR MISCONDUCT. IN THE EVENT OF A SETTLEMENT, INDEMNIFICATION SHALL BE PROVIDED ONLY IN CONNECTION WITH SUCH MATTERS COVERED BY THE SETTLEMENT AS TO WHICH THE CORPORATION IS ADVISED BY COUNSEL THAT THE PERSON TO BE INDEMNIFIED DID NOT COMMIT SUCH A BREACH OF DUTY. THE FOREGOING RIGHTS OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF OTHER RIGHTS TO WHICH HE MAY BE ENTITLED.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 30 PM 12:53

IV

IN WITNESS WHEREOF, WE HAVE HERETO SET OUR HANDS AND SEALS
THIS June DAY 27th, 1997.

Raul N Orsini
RAUL N ORSINI

Raul Casallerrey
RAUL CASALDERREY

STATE OF FLORIDA

SS

COUNTY OF DADE



MARIA PIA MARTINELLI
My Comm Exp. 7/10/99
Bonded By Service Ins
No. CC479041

☒ Personally Known ☐ Certified

I HEREBY CERTIFY THAT BEFORE ME, THE UNDERSIGNED AUTHORITY, THIS DAY
PERSONALLY APPEAR RAUL ORSINI AND RAUL CASALDERREY, TO ME KNOWN TO BE
THE PERSONS DESCRIBED IN AND WHO SUBSCRIBED THE FOREGOING ARTICLES OF
INCORPORATION, AND WHOM ACKNOWLEDGE BEFORE ME THAT THEY EXECUTED THE
SAME FREELY AND VOLUNTARY FOR THE USES THEREIN EXPRESSED.

WITNESS MY HAND AND SEAL AT MIAMI, DADE COUNTY, FLORIDA, THIS June DAY
OF 27th, 1997.

NOTARY PUBLIC STATE OF FLORIDA
AT LARGE



MARIA PIA MARTINELLI
My Comm Exp. 7/10/99
Bonded By Service Ins
No. CC479041

☒ Personally Known ☐ Certified

MY COMMISSION EXPIRES:

DESIGNATION OF REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE DESIGNATION AS RESIDENT
AGENT OF "CALYPSO 2000, INC." PURSUANT TO ARTICLE V OF THE STATE. THE
INITIAL REGISTERED OFFICE WILL BE 11226 SW 74TH STREET, FLORIDA 33173.

Raul Orsini
RAUL ORSINI

SWORN TO AND SUBSCRIBED BEFORE ME THIS June DAY OF 27th 1997

NOTARY PUBLIC STATE OF FLORIDA
AT LARGE



MARIA PIA MARTINELLI
My Comm Exp. 7/10/99
Bonded By Service Ins
No. CC479041

☒ Personally Known ☐ Certified