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TRANSMITTAL LETTER

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

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-06/27/97--01131--010-5
*****78.75 *****78.75

SUBJECT: A & T ENGINEERS INC.
(Proposed corporate name - must include suffix)

FILED
97 JUN 27 PM 2:04

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ALFREDD ARRAUT
Name (Printed or typed)

1541 BRICKELL AVE - SUITE 902
Address

MIAMI, FL 33129
City, State & Zip

(305) 567-1888 or 856-7255
Daytime Telephone number

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

9N6-30-97

ARTICLE OF INCORPORATION

OF

A & T ENGINEERS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is A & T Engineers, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to Engineering Designs, Constructions, Inspections, Developments, Real Estate Investments, etc.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1541 Brickell Avenue, Suite 902, Miami, Florida 33129

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares, one dollar
par value common stock.

ARTICLE VI - RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VIII - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation at that address is: Alfredo Arraut.

The street address of the initial registered agent of this corporation is: 1541 Brickell Avenue,

Suite 902, Miami, Florida 33129

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The numbers of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than Two. The name and addresses of the initial directors of this corporation are:

Alfredo Arraut	President / Treasurer
	1541 Brickell Avenue, Suite 902
	Miami, Florida 33129
Edda Torres-Arraut	Vice President / Secretary
	1541 Brickell Avenue, Suite 902
	Miami, Florida 33129

ARTICLE X - INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>Alfredo Arraut</u>	<u>1541 Brickell Avenue, Suite 902</u>
	<u>Miami, Florida 33129</u>
<u>Edda Torres-Arraut</u>	<u>1541 Brickell Avenue, Suite 902</u>
	<u>Miami, Florida 33129</u>

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Alfredo Arraut	50	SHARES
Edda Torres-Arraut	50	SHARES
		SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation.

The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulated his votes by given one candidate as many votes as the numbers of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

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ARTICLE XIV - CALLING OF SPECIAL MEETING

Special meeting of the shareholders may be called by the Board of Directors.

ARTICLE XV - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders.

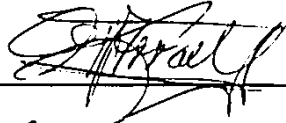
If the quorum is present, the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote subject matter shall be the act of the shareholders.

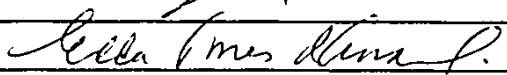
ARTICLE XVI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or may amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Article of Incorporation this 24 day of June 1997.

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STATE OF FLORIDA

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*By signing above, I hereby accept the duties and responsibilities as registered agent of this corporation.

) S.S.

COUNTY OF DADE

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BEFORE ME, an officer duly authorized in the States aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Alfredo Arraut and Edda Torres-Arraut to me known to be the person(s) described in and who executed the same for purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 24th day of June, 1997.

Linda J. Matsko
NOTARY PUBLIC, State of Florida

