

**PR 58493**

LEARNER CORPORATION, INC.

Requestor's Name

90 S.W. 87 AVENUE, SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

200002229902--6

-07/03/97--01052--019

Office Use Only \*\*\*\*122.50 \*\*\*\*122.50

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

1. SUR CONSULTING CORPORATION  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ 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

RECEIVED  
97 JUL -3 AM 10:55  
DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
SUR CONSULTING CORPORATION**

97 JUL -3 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned does hereby execute, acknowledge and file the following  
Articles of Incorporation for the purpose of creating a corporation under the laws  
of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: **SUR CONSULTING CORPORATION**. The principal place of business of this corporation shall be 9208 NW  
106th Street, Miami FL 33178

**ARTICLE II.**

This corporation shall commence its perpetual existence upon the filing  
of these Articles of Incorporation with the Secretary of State of the State of  
Florida.

**ARTICLE III. NATURE OF BUSINESS**

This corporation may engage in the business of consulting both, business  
in general or persons in particular, for the purposes of starting, improving or  
applying any desired endeavor, that may better adapt their businesses or projects  
to their particular needs or those of the market they would like to address and/or  
transact any or all lawful activities or business permitted under the laws of the  
United States, the State of Florida or any other state, country, territory or nation.

#### **ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares</u>	<u>Par value</u>	<u>Class of Stock</u>
1000	\$1.00	Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### **ARTICLE V. ADDRESS**

The street address of the initial registered office of the corporation shall be c/o LESLIE A. SCHERE, P.A., 1865 Brickell Avenue, Suite A-207, Miami, Florida 33129 and the name of the initial registered agent of the corporation at that address is Leslie A. Schere, P.A.

#### **ARTICLE VI. DIRECTORS**

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Rómulo Fernández  
María Irene Fernández  
Carlos Buendía  
Astrid Buendía  
9208 N.W. 106th Street, Medley, Florida 33178

#### **ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator to these Articles of  
Incorporation is:

Leslie A. Schere, Esq.  
1865 Brickell Avenue, Suite A-207  
Miami, Fl. 33129

#### **ARTICLE VIII.**

The private property of the shareholders shall not be subject to the  
payment of the corporate debts to any extent whatever. The corporation shall have  
a first lien on the shares of its shareholders and upon the dividends due them  
for any indebtedness of such shareholders to the corporation.

#### **ARTICLE IX. INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former  
officer or director to the full extent permitted by law for such acts of the officer or  
director or former officer or director while acting in a corporate capacity.

#### **ARTICLE X. PREEMPTIVE RIGHTS**

Each Shareholder of the corporation shall have the first right to purchase  
shares (and securities convertible into shares) of any class, kind, or series of stock  
in the corporation that may from time to time be issued (whether or not presently  
authorized) in the ratio that the number of shares it holds at time of issue bears to  
the total number of shares outstanding. This right shall be deemed waived by any  
Shareholder who does not exercise it and pay for the shares or other securities  
preempted within thirty (30) days of receipt of a notice in writing from the

corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

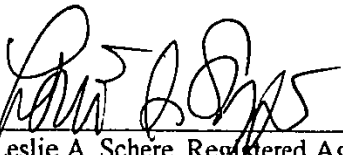
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 4th day of June, 1997.

By: 

Leslie A. Schere Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Leslie Alan. Schere, Esq. having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Leslie A. Schere, Registered Agent

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA