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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: CABOCA, INC.

AUDIT NUMBER.....H97000012559

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

H 97000012559

OF

CABOCA, INC.

Article I - Name

The name of this corporation is Caboca, Inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This Corporation is authorized to issue one hundred (100) shares of Ten Dollars (\$10.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the registered office of this Corporation is 901 Ponce De Leon Blvd., Suite 501, Coral Gables, Florida 33134, and the name of the initial registered agent of this Corporation at that address is ANDRES J. IRIONDO.

Article VI - Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial director of the Corporation are:

<u>Name</u>	<u>Address</u>
Martha Castillo	251 Crandon Blvd. #736 Key Biscayne, FL 33149
Ivan Boheme	251 Crandon Blvd. #736 Key Biscayne, FL 33149
Michelle Capuano	251 Crandon Blvd. #736 Key Biscayne, FL 33149

Prepared by:

Andres J. Iriondo, CPA  
901 Ponce de Leon Blvd., #501  
Coral Gables, FL 33134  
11051445-0611

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EMPIRE CORPORATE KIT

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Article VII - Incorporator

The name and address of the person signing these Articles is:

Andres J. Iriondo  
901 Ponce De Leon Blvd.  
Suite 501  
Coral Gables, FL 33134

Article VIII - Initial Officers

The initial officers of the Corporation are as follows:

Martha Castillo - President  
Ivan Boheme - Vice President  
Michelle Capuano Secretary, Treasurer

Article IX - Initial Place of Business

The initial place of business of the Corporation is 901 Ponce De Leon Blvd., Suite 501, Coral Gables, Florida 33134

Article X - By-laws

The By-laws of the Corporation are to be made, altered, or rescinded by the Directors of the Corporation.

Article XI - Amendments to Articles

These Articles of Incorporation may be amended by the act of the Directors of the Corporation. Such amendments may be proposed and adopted in a manner provided by the By-laws of the Corporation.

Article XII - Commencement

The existence of this Corporation shall commence on the 1st day of August, 1997.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Incorporation this 31st day of July, 1997.

  
ANDRES J. IRIONDO

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STATE OF FLORIDA )

COUNTY OF DADE )

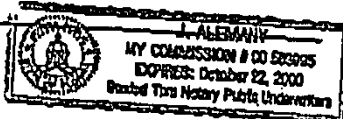
SS

BEFORE ME, the undersigned authority, personally appeared ANDRES J. IRIONDO, who is known to me to be the person who executed the foregoing Articles of Incorporation or who produced Personal ID as identification.

SWORN TO AND SUBSCRIBED before me this 31 day of July 1997.

J. D. G.  
Notary Public, State of Florida at Large

My commission expires:



ACCEPTANCE OF RESIDENT AGENT

I, ANDRES J. IRIONDO, heraby accept the foregoing Designation of Resident Agent, this 31st day of July 1997.

STATE OF FLORIDA )

COUNTY OF DADE )

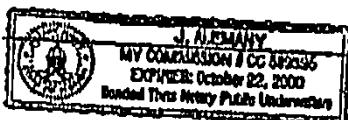
SS

BEFORE ME, the undersigned authority, personally appeared ANDRES J. IRIONDO, who is known to me to be the person who subscribed to the foregoing Acceptance of Resident Agent, or who produced Personal ID as identification.

SWORN TO AND SUBSCRIBED before me this 31 day of July, 1997.

J. D. G.  
Notary Public, State of Florida at Large

My commission expires:



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