

P97000079932

Silvio G. Bueno

1200 West Avenue, No. 1507
Miami, Florida 33139
Tel: (305)538-6052 ext 1

September 2, 1997

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

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Re: Bueno and Company
1200 West Avenue, No. 1507
Miami, Florida 33139

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation for the above proposed corporation. Also, enclosed is a money order for \$ 78.75 to cover the various related fees.

Please file the original articles and return a copy with a Certificate of Status to my attention at the above address. If you have any immediate questions, I may be contacted at the above telephone number.

Cordially,



Silvio G. Bueno
Incorporator

bgs/SGB
encl/articles

505.
W97-20648

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 16 AM 9:36

9/16/97

Silvio G. Bueno

1200 West Avenue, No. 1507
Miami, Florida 33139
Tel: (305)538-6052 ext 1

FILED
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DIVISION OF CORPORATIONS
97 SEP 16 AM 9:36

September 11, 1997

Ms. Clareth Golden,
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Bueno & Company, Inc. - Corporate Suffix
Ref. No. W97000020648

Dear Ms. Golden;

As per your letter of September 8th, enclosed is an original and one copy of the Articles of Incorporation for the above proposed corporation which have been amended to reflect the suffix Inc.

Please file the original articles and return a copy with a Certificate of Status to my attention at the above address. If you have any immediate questions, I may be contacted at the above telephone number.

Cordially,



Silvio G. Bueno
Incorporator

bgs/SGB
encl/articles



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
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September 8, 1997

SILVIO G. BUENO
1200 WEST AVENUE
NO. 1507
MIAMI, FL 33139

SUBJECT: BUENO AND COMPANY
Ref. Number: W97000020648

We have received your document for BUENO AND COMPANY. However, the document has not been filed and is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 497A00044688

**Articles of Incorporation
of
Bueno & Company, Inc.**

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DIVISION OF CORPORATIONS
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ONE: Name. The name of the corporation is Bueno & Company, Inc.

TWO: Address. The principal office and street address of the corporation is:

1200 West Avenue, No. 1507
Miami, Florida 33139

THREE: Duration. The duration of the Corporation is perpetual.

FOUR: Purpose. The general purpose or purposes for which this corporation being formed are to include the transaction of any or all lawful business permitted under the laws of the State of Florida.

FIVE: Stock. The aggregate number of shares that the corporation shall have authority to issue is One Hundred (100) common shares. Each share of common stock shall have a par value of \$1.00 (One U.S. Dollar).

SIX: Registered Agent. The registered agent and the street address of the initial registered office of the corporation in the State of Florida is:

NAME	ADDRESS
Silvio G. Bueno	1200 West Avenue, No. 1507 Miami, Florida 33139

SEVEN: Directors. The number of directors constituting the initial board of directors is two. The name and address of each person who is to serve as a member thereof is as follows:

NAME	ADDRESS
Silvio G. Bueno	1200 West Avenue, No. 1507 Miami, Florida 33139
Ana Teresa Valdes	1900 West 68 th Street, No. B402 Hialeah, Florida 33014

S B

EIGHT: Incorporators. The names and addresses of each incorporator, the number of shares of stock, and the total aggregate amount of which shall be the sum of one hundred dollars are as follows:

NAME	ADDRESS	SHARES	AMOUNT
Silvio G. Bueno	1200 West Avenue, No. 1507 Miami, Florida 33139	100	\$100.00

NINE: Officers. The officers of the Corporation shall be:

NAME	TITLE
Ana Teresa Valdes	President
Silvio G. Bueno	Vice President/Secretary/Treasurer

TEN: Directors' Liability. To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ELEVEN: Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

TWELVE: Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

S B.


THIRTEEN: Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

FOURTEEN: Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of September, 1997.



Silvio G. Bueno, Incorporator



**Certificate of Designation of
Registered Agent/Registered Office**

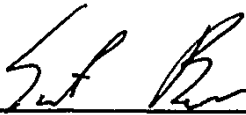
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PURSUANT TO THE PROVISIONS OF SECTION 607.05001, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the corporation is Bueno & Company, Inc..
- 2) The registered agent and the street address of the initial registered office of the corporation in the State of Florida is:

NAME	ADDRESS
Silvio G. Bueno	1200 West Avenue, No. 1507 Miami, Florida 33139

I, the undersigned, have been named registered agent and to accept service of process for the above corporation at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Silvio G. Bueno

9-11-97

Date