

P97000081926

9/22/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

10:54 AM

((H97000015654 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: ANTONELLI & SONS ENTERPRISES CORPORATION

AUDIT NUMBER.....H97000015654

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

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
97 SEP 22 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight SEP 22 1997

FILED  
97 SEP 22 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

COPY OF ARTICLES OF INCORPORATION

ARTICLE ONE

The name of this Corporation shall be:  
ANTONELLI & SONS ENTERPRISES CORPORATION

ARTICLE TWO

NATURE OF BUSINESS

ALL LEGAL BUSINESS IN AND OUT U.S.A IMPORT AND EXPORT

This Corporation may engage in any activity or business permitted under the laws of the state of Florida and the law of the United State of America.

ARTICLE THREE

TERMS AND EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the law of the State of Florida. The date on which Corporate existence shall begin is: date of Incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than.

50,000.00. (Fifty Thousands)  
or such greater amount as may be required by law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director and never less than three Directors

The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

Prepared By: ANGEL RAMIREZ-CANTO  
5803 N.W. 198 Terr.  
Miami Lakes, Fl. 33015  
(305) 625-0056

ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The names and addresses of Initial Directors are:

Pedro Pablo Antonelli	665 West 28 St #1 Hialeah, Fl 33010
Rosario Deomar de Domingo.	Same adress.
Pablo Ariel Antonelli	Same adress.

ARTICLE SEVEN  
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provided that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of Directors shall be elected annually.

ARTICLE EIGHTH  
AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the law of the State of Florida.

ARTICLE NINE  
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows: One Thousand Comm Stock

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 2,000.00
- C. Par Value: Each share of Common stock shall have the par value of: Twenty Dollars
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock entitle the record holder thereof to one vote upon each proposal presented at meeting of the stockholders of the Corporation.

G. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaning after payment of all Corporate debts obligations.

#### ARTICLE TEN

#### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorizes, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation;  
Required percintage: 51%
2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:  
Required percentage: 51%
3. Merge or consolidation of this Corporation into or with any other Corporation;  
Required Percentage 51%
4. Voluntary dissolution of this Corporation;  
Riquired percentage 51%

#### PRE-EMPTIVE RIGHTS

No Holder of stock of any class of this Corporation shall be entitled as of right to purchase or suscribe for any part of the unissued stock of the Corporation of any class, or of any additioanl stock of any class to be issued by reason

of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such person, firms, corporation, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholder then of record, of any class, anyhereof, on the same terms or on any terms, all pre-emptive of preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE ELEVEN  
REGISTERED AGENT

The registered Agent and the Registered Office of this Corporation shall be:

PEDRO PABLO ANTONELLI, 5803 NW 198 Terr, Miami, FL 33010

SUSCRIBER AND INITIAL DIRECTOR  
AND INITIAL PRINCIPAL OFFICE.

The undersigned individual, PEDRO PABLO ANTONELLI, competent to contract, executes this certificate of Incorporation as its sole subscriber and Director, the undersigned individual shall hold office as a Director until his successors have qualified following their election appointment. The street address in Florida of the principal office shall be.

5803 NW 198 Terr Miami, FL 33010

The subscriber Director

IN WITNESS WHEREOF, THE UNDERSIGNED SUSCRIBER DOES MAKE SUSCRIBED ACKNOWLEDGE, AND FILE THIS CERTIFICATE FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT UNDER THE LAW OF THE STATE OF FLORIDA.

DATED. Sep 16-1997

  
Secretary.

  
Vice-Pres

State of Florida, County of Dade, City of; Miami


STATE OF FLORIDA)  
DADE COUNTY) Dade

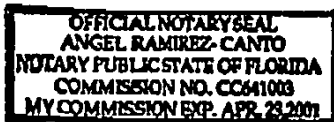
BEFORE ME, undersigned authority  
personally appeared. PEDRO PABLO ANTONELLI to well know

to me to be the individual described in and who executed the forgoin  
Certificate of Incorporation and who acknowledge before me that the  
same executed for the purpose therein expresses.

IN WITNESS WHEREOF, I have hereto  
affixed my hand and seal at City of; Miami, Dade County of. Florida

DATED. 09-16 1997

  
-----  
Dr Angel Ramirez-Canto



NOTARY PUBLIC STATE OF FLORIDA.

MY COMMISSION EXPIRE;



CERTIFICATE OF DESIGNATION  
REGISTER AGENT/REGISTER OFFICE

PERSUANT TO THE PROVISION OF SECTION 607.325 FLORIDA STATUS,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE  
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTER OFFICE/REGISTER AGENT, IN THE STATE OF FLORIDA.

1- THE NAME OF THE CORPORATION IS: ANTONELLI & SONS ENTERPRISES CORPORATION

2- THE NAME AND ADDRESS OF THE REGISTER AGENT AND OFFICE IS:

Pedro Pablo Antonelli, 5803 NW 198 Terr, Miami, Fl 33015

SIGNATURE: 

Corporate Officer..

TITLE: President

DATE: Sep 17 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVES TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND  
OBLIGATIONS OF SECTION 607.325, FLORIDA STATUS.

SIGNATURE 

REGISTER AGENT

Pedro Pablo Antonelli, Register Agent

DATE: 09 -17 1997

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 SEP 22 PM 2:16

FILED