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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

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FAX #: (305)541-3770

NAME: LUICARA INVESTMENTS (USA), INC.  
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**CERTIFICATE OF DOMESTICATION  
OF  
LUICARPA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Francisco Orchilles, Jr., as President of Luicarpa, Inc., a Panama corporation (the "Corporation"), is authorized to sign this Certificate of Domestication on behalf of the Corporation, and in accordance with Section 607.1801, Florida Statutes, does hereby certify the following:

1. The date on which the corporation was first formed, incorporated, or otherwise came into being was April 1, 1983.

2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was Panama.

3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was:

**Luicarpa, Inc.**

4. The name of the Corporation as set forth in its Articles of Incorporation to be filed and recorded with the Secretary of State of the State of Florida pursuant to Section 607.0120 and 607.0202, Florida Statutes, along with this Certificate of Domestication is:

**Luicarpa Investments (USA), Inc.**

5. The jurisdiction that constituted the seat, siege, social, or principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law, immediately prior to filing of this Certificate of Domestication was Panama.

THIS INSTRUMENT PREPARED BY:  
ROBERT A. CHAVES, ESQ.  
Teschler Chaves Rubin Forman & Muller, P.A.  
2101 Corporate Boulevard, Suite 216  
Boca Raton, Florida 33431  
(561) 998-7847  
Florida Bar No. 283525

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections:

That Luicarpa Investments (USA), Inc., desiring to organize under the laws of the State of Florida, has named M & W Agents, Inc., located at Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, M & W Agents, Inc. hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 25 day of September, 1997.

M & W AGENTS, INC.

  
Robert A. Chaves, Vice President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**LUICARPA INVESTMENTS (USA), INC.**

The undersigned Incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME.**

The name of this Corporation is:  
Luicarpa Investments (USA), Inc.

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**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of United States and of the State of Florida.

**ARTICLE III. CAPITAL STOCK.**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Three Thousand (3,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Robert A. Chavez, Esquire  
Toscher Chavez Rubin Forman & Muller, P.A.  
2101 Corporate Boulevard, Suite 216  
Boca Raton, Florida 33431  
Florida Bar No. 213525  
(561) 998-7847

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Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE IV. TERM OF EXISTENCE.**

This Corporation shall have perpetual existence.

**ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.**

The principal office and mailing address of the Corporation are:

P.O. Box 1650  
Windemere, Florida 34786-1650

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

M & W Agents, Inc.  
2101 Corporate Boulevard, Suite 216  
Boca Raton, Florida 33431

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

**ARTICLE VII. BOARD OF DIRECTORS.**

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never

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be less than one (1).

#### **ARTICLE VIII. INITIAL DIRECTORS.**

The names of the initial Directors of this Corporation and their street addresses are:

Francisco Orchilles, Jr.  
5900 Casa Del Rey Circle  
Orlando, Florida 32809

Jorge L. Orchilles  
5900 Casa Del Rey Circle  
Orlando, Florida 32809

Juan Carlos Orchilles  
5900 Casa Del Rey Circle  
Orlando, Florida 32809

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE IX. INCORPORATOR.**

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

M & W AGENTS, INC.  
2101 Corporate Boulevard, Suite 216  
Boca Raton, Florida 33431

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#### **ARTICLE X. CONFLICT OF INTEREST.**

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this Corporation are Officers or Directors of the said other corporation, or by reason of the fact that one

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or more of the Officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

#### ARTICLE XL AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 25 day of September, 1997.

M & W AGENTS, INC.

  
Robert A. Chaves, Vice President

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Dated this 23 day of September 1997.

LUICARPA, INC.

By:   
Francisco Orchilles, Jr., its President

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