

P97000089103

September 18, 1997

State of Florida, Dept. Of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

000002300120--9  
-09/22/97--01158--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed please find Articles of Incorporation and Incorporators affidavit for  
ALMER ENTERPRISES OF FLORIDA, INC.

Please register this corporation on our behalf and advise us by return mail of its  
completion

Sincerely,

By: 

Miriam V. Sesma, Incorporator  
9990 N.W. 9th St. Cir. Suite 104  
Miami, Fl. 33172

FILED  
97 OCT 15 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ml 10/16/97



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 24, 1997

MIRIAM V. SESMA  
9990 N.W. 9TH ST. CIR  
MIAMI, FL 33172

SUBJECT: ALMER ENTERPRISES OF FLORIDA, INC.  
Ref. Number: W97000021876

We have received your document for ALMER ENTERPRISES OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The physical address of the registered agent needs to be listed in the articles.

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) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 597A00047195



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 1, 1997

MIRIAM V. SESMA  
9990 N.W. 9TH ST. CIR  
MIAMI, FL 33172

2ND LETTER

SUBJECT: ALMER ENTERPRISES OF FLORIDA, INC.  
Ref. Number: W97000021876

We have received your document for ALMER ENTERPRISES OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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The physical address of the registered agent needs to be listed in the articles.

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) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 597A00047195

*Returned twice  
no phone.*



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 9, 1997

MIRIAM V. SESMA  
1200 WEST AVENUE CIR  
SUITE 1417  
MIAMI, FL 33139

SUBJECT: M. V. ALMER ENTERPRISES OF FLORIDA, INC.  
Ref. Number: W97000021876

We have received your document for M. V. ALMER ENTERPRISES OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

ARTICLE ONE YOU HAVE THE PRINCIPAL ADDRESS AT ONE ADDRESS THEN UNDER ARTICLE SIX THE PRINCIPAL ADDRESS IS LISTED AT A DIFFERENT ADDRESS PLEASE MAKE THESE ADDRESS'S CONSISTENT.

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) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 597A00047195

## ARTICLE IX

### INITIAL OFFICERS OF THE CORPORATION

This Corporation names the following individuals as Officers;

Miriam V. Sesma	President	9990 N.W. 9th St.Cir., #104 Miami, FL. 33172
Jorge A. Perez	VicePresident	9990 N.W. 9th St.Cir., #104 Miami, FL. 33172
Claudia Mendez	Secretary	9990 N.W. 9th St.Cir., #104 Miami, FL 33172
Henry I. Otero	Treasurer	11021 N.W. 7th St., #203 Miami, FL 33172

## ARTICLE X

### INITIAL BOARD OF DIRECTORS AND CLASSES OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this Corporation are:

Miriam V. Sesma	9990 N.W. 9th St.Cir., #104 Miami, FL. 33172
Jorge A. Perez	9990 N.W. 9th St.Cir., #104 Miami, FL. 33172
Claudia Mendez	9990 N.W. 9th St.Cir., #104 Miami, FL 33172
Henry I. Otero	11021 N.W. 7th St., #203 Miami, FL 33172

The By-Laws of this Corporation may provide that the Directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the Directors shall be elected annually.

## ARTICLE XI

### AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this Corporation.

## ARTICLE XII

### POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

## ARTICLE XIII

### DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

## ARTICLE XIV

### INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

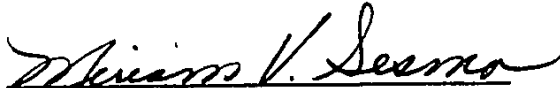
## CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That M.V.ALMER ENTERPRISES OF FLORIDA, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Miriam V. Sesma, located at 9990 N.W. 9th St.Cir., #104, Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

### ACKNOWLEDGEMENT:

Having being named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
Registered Agent

FILED  
97 OCT 15 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XV  
INCORPORATOR

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

Miriam V. Sesma  
9990 N.W. 9th St. Cir., #104  
Miami, Florida 33172

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated: Oct. 14, 1997

Miriam V. Sesma  
Miriam V. Sesma

ACKNOWLEDGEMENT

STATE OF FLORIDA }

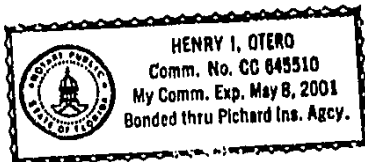
SS:

COUNTY OF DADE }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Miriam V. Sesma, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 14th day of October, 1997.

My commission expires:



[Signature]  
Notary Public  
State of Florida at Large.



c. Whether the shares may be redeemed and, if so, the redemption price or prices and their terms and conditions of redemption;

d. The obligation, if any, of the Corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;

e. The rights, if any, of the holders of shares of each series to convert such shares into shares of any other class or shares of any series of the same or any other class and the terms and conditions of such conversion;

f. The amount payable upon shares, including, but not limited to, the preference in the assets of the Corporation over any other series or class of shares in the event of voluntary or involuntary liquidation of the Corporation; and

g. The voting rights, if any.

## ARTICLE VII

### PREEMPTIVE RIGHTS

Every shareholder of Common Shares and/or Preferred Shares, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

## ARTICLE VIII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 9990 N.W. 9th St. Cir, Suite 104, Miami, Florida 33172, and the name of the initial registered agent of this Corporation is Miriam V. Sesma.

#### ARTICLE IV

##### CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

#### ARTICLE V

##### PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

The preferences, limitations and relative rights of the Common Shares and the Preferred Shares, if any, respectively, as regards (a) dividend rights, (b) redemption rights, (c) liquidation preferences, (d) sinking fund provisions, (e) conversion rights and (f) voting rights shall be determined by the Board of Directors in connection with the designation of each series of Common Shares and/or Preferred Shares which is authorized and issued pursuant to Article VI hereof.

#### ARTICLE VI

##### DESIGNATION OF SERIES

Common Shares and/or Preferred Shares may be divided into and issued from time to time by the Board of Directors in series. Each series shall be so designated as to distinguish the shares thereof from shares of all other series and classes. All Common Shares and Preferred Shares, respectively, shall be identical except in respect to the enumerated particulars that may be determined by the Board of Directors under this Article VI with respect to each series issued. The Board of Directors is vested with authority to determine, in the manner and to the full extent provided and permitted by law, the particulars set forth below with regard to the shares of each series which it shall authorize and issue:

a. The distinctive designation of each series and the number of shares which shall constitute such series;

b. The rate and nature of dividends payable on the shares of each series, including, but not limited to, whether the dividends shall be cumulative, noncumulative or partially cumulative and the time and manner of payment of such dividends;