

P97000089313

" OLD MAIN STREET INC. "

13370 SW. 131 th ST, MIA FL. 33186

SUITE # 104

PH : 305 - 253-9090

FX : 305 - 253-0190

OCTOBER 14 1997

STATE OF FLORIDA

CORPORATION DIVISION

P.O. BOX 6327

TALLAHASSEE, FLORIDA 32314

800002321558--7
-10/16/97--01031--004
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION OF " OLD MAIN STREET INC. "

TO WHOM IT MAY CONCERN :

PLEASE ENCLOSED THE REFERENCED AND A CHECK FOR \$ 122.50, TO INCORPORATE. PLEASE

RETURN THE CERTIFICATE OF INCORPORATION TO THE ADDRESS LISTED ABOVE. SHOULD YOU

HAVE ANY QUESTIONS PLEASE CONTACT ME AT YOUR CONVENIENCE.


VERY TRULY YOURS
ALBERTO J. MARTINELLI.

(6)

FILED
97 OCT 16 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALBERTO J. MARTINELLI GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A.
DATE 10-16-97
DQC EXAM QA

J. Nedeau OCT 16 1997

**ARTICLES OF CORPORATION
OF
"OLD MAIN STREET INC."**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF CORPORATION NATURAL PERSON COMPETENT TO CONTRACT, DOES HEREBY ASSOCIATE TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA, CORPORATION EXISTENCE SHALL COMMENCE UPON THE FILLING OF THE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE.

ARTICLE I

THE NAME OF THIS CORPORATION IS "OLD MAIN STREET INC."

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSLATED BY THIS CORPORATION IS :

- (A) TO DO ANY AND ALL OF THE ACTS AND TO EXERCISE ANY AND ALL OF THE POWERS NOW OR HEREAFTER. AUTHORIZED UNDER THE LAWS OF THE UNITED STATES. AND THE STATE OF FLORIDA TO BE DONE OR EXERCISED BY CORPORATIONS ORGANIZED FOR PROFIT.
- (B) TO DO ANY AND ALL OF THE THINGS HEREIN SET FORTH AND EVERYTHING NECESSARY, SUITABLE OR PROPER FOR THE ACCOMPLISHMENT OF AND ANY OF THE PROPOSES, OF THE ATTAINMENT OF ANY OF THE OBJETS, OR THE FURTHERANCE OF ANY OF POWERS, OF WHICH SHALL APPEAR TO BE CONDUCIVE OR EXPEDIENT FOR THE PROTECTION OR BENEFIT OF THIS CORPORATION TO THE SAME EXTENT AS NATURAL PERSON MIGHT OR COULD DO , AND IN ANY PART OF THE WORLD AS PRINCIPAL, AGENT, CONTRACTOR, OR OTHERWISE, AND EITHER ALONE OR IN ASSOCIATION WITH OTHER CORPORATIONS, FIRMS, OR INDIVIDUALS.

ARTICLE III

THE MAXIMUM NUMBER OF SHARE OF STOCK AUTHORIZED TO BE BY THIS CORPORATION IS 1.000 SHARE OF CAPITAL STOCK OF THE PAR VALUE OF (-0-) DOLLARS PER SHARE, ALL OF WHICH SHALL HAVE THE SAME RIGHTS AND PRIVILEGES.EACH SHARE OF CAPITAL STOCK SHALL ENTITLE THE HOLDER THEREOF TO ONE (1) VOTE ANY STOCKHOLDERS MEETING AND OTHERWISE TO PARTICIPATE IN ALL.

ARTICLE IV

SUCH MEETING AND IN THE ASSET OF THE CORPORATION, THEY SHALL BE ISSUED FOR SUCH CONSIDERATIONS AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS. THEY MAY BE PAY FOR IN LAWFUL MONEY OF THE UNITED STATE OF AMERICA, OR IN SUCH PROPERTY , LABOR OF SERVICE. IN THE ABSENCE OF FRAUD, THE JUDGMENT OF THE DIRECTORS AS TO THE VALUE OF PROPERTY OR SERVICES RECEIVED IN CONSIDERATION FOR THE ISSUANCE OF STOCK SHALL BE CONCLUSIVE AND BINDING UPON ALL PERSONS WHOMSOEVER.

THE CORPORATION SHALL HAVE PRE-EMOTIVE RIGHTS TO PURCHASE, SUBSCRIBE FOR, OR TAKE ANY PART OF ANY STOCK OR ANY PART OF THE NOTES, DEVENTURES,BONDS OR OTHER SECURITIES CONVERTIBLE INTO OR CARRY OPTIONS OR WARRANTS TO PURCHASE STOCK OF THE CORPORATION ISSUED, OPTIONED, OR SOLD BY AFTER ITS INCORPORATION. ANY PART OF THE CAPITAL STOCK AND PART OF THE NOTE , DEBENTURES. BINDS, OR OTHER SECURITIES CONVERTIBLE INTO OR CARRYING OPTIONS OR WARRANTIES TO PURCHASE STOCK OF THE CORPORATION AUTHORIZED BY THIS CERTIFICATE OF INCORPORATION OR BY AN AMENDED CERTIFICATE DULY FILED. MAY AT ANY TIME BE ISSUED OPTIONED FOR SALE, AND SOLD OR DISPOSED OF BY THE CORPORATION PURSUANT TO A RESOLUTION OF ITS BOARD OF DIRECTORS TO SUCH PERSONS AND UPON SUCH TERMS AS MAY TO SUCH BOARD SEEM PROPER WITHOUT FIRST OFFERING SUCH STOCK OR SECURITIES OR ANY PART THEREOF TO EXISTING STOCKHOLDING.

ARTICLE V

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS DISSOLVED ACCORDING TO LAW.

ARTICLE VI

THE STREET AND ADDRESS OF THE CORPORATION'S PRINCIPAL OFFICE WILL BE 13370 SW. 131 th. ST. MIAMI FLORIDA 33186. THE NAME OF THE REGISTRATERED AGENT AT SUCH ADDRESS WILL BE ALBERTO MARTINELLI AND THE ADDRESS OF THE REGISTERED WILL BE 13370 SW. 131 th ST. MIAMI FLORIDA 33186.

ARTICLE VII

THE CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME BY THE LAWS ADOPTED BY THE STOCKHOLDERS. VACANCIES ON THE BOARD OF DIRECTORS MAY BE FILLED IN ANY SPECIAL MEETING OF THE STOCKHOLDERS OR AT ANY MEETING OF THE DIRECTORS. DIRECTORS NEED NOT BE STOCKHOLDERS OF THE CORPORATION. THEY SHALL HOLD OFFICE AFTER THEIR ELECTION FOR A PERIOD OF ONE (1) YEAR OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED, SUBJECT TO THEIR REMOVAL BY THE STOCKHOLDERS AT ANY TIME WITH OR WITHOUT CAUSE.

THE BOARD OF DIRECTORS SHALL HAVE COMPLETE CHARGE OF THE BUSINESS OF THE CORPORATION AND SHALL HAVE THE POWER TO ELECT COMMITTEES OF THE BOARD AND TO DELEGATE TO THEM, AS WELL AS THE OFFICERS OF THE CORPORATION, SUCH POWERS IN THE CONDUCT OF THE CORPORATION BUSINESS AS MAY BE DEEMED ADVISABLE. THE BOARD OF DIRECTORS SHALL ELECT THE CORPORATION WHO SHALL CONSIST OF VICE -PRESIDENT, SECRETARY AND TREASURER AND SUCH OFFICERS AS THE DIRECTORS MAY DEEM ADVISABLE AND SHALL DETERMINE THE COMPENSATION OF SUCH OFFICER, INCLUDING THOSE WHO MAY ALSO BE DIRECTORS. ONE OF THESE OFFICERS ARE REQUIRED TO BE STOCKHOLDERS OF THE CORPORATION, ALL SUCH OFFICERS SHALL HAVE SUCH RANK, TENURE OF OFFICE, POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE LAWS OR DIRECTORS BY APPROPRIATE RESOLUTION. THE BOARD OF DIRECTORS SHALL HAVE FULL POWER TO SPECIFY THE CONDITIONS UPON WHICH STOCK CERTIFICATES SHALL BE ISSUED AND REPLACE LOST OR DESTROYED CERTIFICATES BY NEW ISSUES.

ARTICLE VIII

THE NAME AND THE STREET ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE :

1) DOMINGO CURLUCCI
13370 SW 131 Th. ST. SUITE # 104
MIAMI FLORIDA 33186

2) ALBERTO J. MARTINELLI
13370 SW 131 st ST. SUITE # 104
MIAMI FLORIDA 33186

ARTICLE IX

THE NAME AND THE ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION ARE :

- 1) DOMINGO CARLUCCI
13370 SW. 131 st ST. SUITE # 104
MIAMI FLORIDA 33186
- 2) ALBERTO J. MARTINELLI
13370 SW. 131 th ST .SUITE # 104
MIAMI FLORIDA 33186

ARTICLE X

NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER CORPORATION SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY ONE MORE OF THE DIRECTORS OF THIS CORPORATION IS OR ARE INTERESTED IN ,OR IS OR ARE A DIRECTOR OR DIRECTORS OR OFFICER OR OFFICERS OF SUCH OTHER CORPORATION, AND NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER PERSON OR FIRM SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ONE OR MORE DIRECTORS OF THIS CORPORATION IS PARTY TO. OR ARE PARTIES TO,OR INTERESTED IN SUCH CONTRACT OR TRANSACTION.PROVIDED THAT EACH SUCH CASE , THE NATURE OF THE EXTENT OF SUCH DIRECTOR OR DIRECTORS AND SUCH CONTRACT OR OTHER TRANSACTION OR THE FACT THAT SUCH DIRECTOR OR DIRECTORS IS OR ARE A DIRECTOR OR DIRECTORS OR OFFICER SUCH OTHER CORPORATION IS CLOSED AT THE MEETING OF THE BOARD OF DIRECTORS AT WHICH SUCH CONTRACT OR OTHER TRANSACTION IS AUTHORIZED.

ARTICLE XI

THE CORPORATION SHALL INDEMNIFY EVERY DIRECTOR OR OFFICERS, HIS OR HEIRS EXECUTORS AND ADMINISTRATORS AGAINST: EXPENSES REASONABLY INCURRED BY HIM IN CONNECTION WITH ANY ACTION,SUIT OR PROCEEDING WHICH HE MAY BE MADE A PARTY BY REASON OF HIS BEING OR HAVING BEEN DIRECTOR OR OFFICE OF THE CORPORATION , OR AT THE REQUEST OF ANY OTHER CORPORATION WHICH IS A STOCKHOLDER OR CREDITOR FROM WHICH HE IS NOT ENTITLED TO BE INDEMNIFIED, EXPECT IN RELATION TO MATTERS AS TO WHICH HE SHALL FINALLY BE ADJUDGED IN SUCH ACTION, SUIT OR PROCEEDING TO BE LIABLE FOR NEGLIGENCE OR MISCONDUCT. IN THE EVENT OF A SETTLEMENT ,INDEMNIFICATION SHALL BE PROVIDED ONLY IN CONNECTION WITH SUCH MATTERS COVERED BY THE SETTLEMENT AS TO WHICH THE CORPORATION IS ADVISED BY COUNSEL THAT THE PERSON TO BE INDEMNIFIED DID NOT COMMIT SUCH A BREACH OF DUTY. THE FOREGOING RIGHTS OF INDEMNIFICATION SHALL BE EXCLUSIVE OF OTHER RIGHTS TO WHICH HE MAY BE ENTITLED.

ARTICLE XII

IN WITNESS WHEREOF WE HAVE HERETO SET OUR HANDS AND SEALS

THIS 14th DAY October 1997

DOMINGO CARLUCCI

ALBERTO J. MARTINELLI

STATE OF FLORIDA

SS

COUNTY OF DADE

I HEREBY CERTIFY THE BEFORE ME, THE UNDERSIGNED AUTHORITY, THIS DAY PERSONALLY APPEAR MR. DOMINGO CARLUCCI AND MR. ALBERTO J. MARTINELLI, TO ME KNOWN TO BE THE PERSONS DESCRIBED IN AND WHO SUBSCRIBED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THEY EXECUTED THE SAME FREELY AND VOLUNTARY FOR USES THEREIN EXPRESSED.

WITNESS MY HAND AND SEAL AT MIAMI, DADE COUNTY, FLORIDA
THIS: 14th DAY October 1997.

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES :

DESIGNATION OF REGISTERED AGENT.

THE UNDERSIGNED HEREBY ACCEPTS THE DESIGNATION AS RESIDENT AGENT OF "OLD MAIN STREET INC." PURSUANT TO ARTICLE V OF THE STATE OF FLORIDA, THE INITIAL REGISTERED OFFICE WILL BE : 13370 SW 131st SUITE #104 MIAMI FLORIDA 33186

ALBERTO J. MARTINELLI

SWORN TO AND SUSCRIBED BEFORE ME THIS 14 DAY OF October 1997

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

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TALLAHASSEE, FLORIDA