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STATE OF FLORIDA
SECRETARY OF STATE
1241 S.W. 27TH AVE.
MIAMI, FLA 33135
TELEPHONE 541-4000

City/State/Zip Telephone

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 -10/22/97--01025--003
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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) EFFECTIVE DATE 10/20/97
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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 97 OCT 22 AM 10:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AUTHORIZATION BY PHONE TO

Jose Larras Sr. (copy)
10/24/97
T.M.

Examiner's Initials TH-10/24/97

• **ARTICLES OF INCORPORATION**

OF

PASANTES CONSTRUCTION CORPORATION

ARTICLE I - NAME

The name of this corporation will be

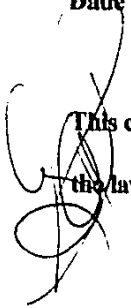
PASANTES CONSTRUCTION CORPORATION

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence on October 20, 1997.

The main office of this corporation will be 211 W. Park Drive No. 103, in the City of Miami, Dade County, Florida, 33172.

ARTICLE III - PURPOSE

 This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Sixty Six (66) shares common stock non par value.

Shares may be issue for such consideration as it will be determined, from time to time, by the stockholders. This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated unto the Board of Directors. The Board may issue the shares of this Corporation for such consideration as it is determined from time to time by the Board, unless and until the stockholders, by affirmative action, communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board. The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or

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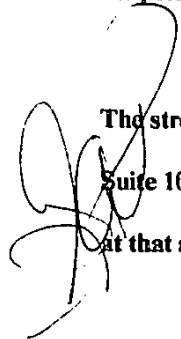
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in services actually performed for the corporation. Shares may not be issued until amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this 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 VI - REGISTERED OFFICE AND AGENT



The street address of the initial registered office of this corporation is 211 West Park Drive, Suite 103, Miami, Florida, 33172 and the name of the initial registered agent of this corporation at that address is Gerard A. Pasantes.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is GERARD A. PASANTES at 211 West Park Drive, Suite 103, Miami, Florida, 33172.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of this corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and

all claims and liabilities to which such person shall become subject, by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred incurred by him in connection with any claim or liability, provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other rights to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided. No contract or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction th the like force and effect as if he were not such director or officer of such other corporation or no so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of the subscriber of these Articles of Incorporation is,
Gerard A. Pasantes 1211 West Park Drive Suite 103, Miami, Florida, 33172.

ARTICLE XII - BY- LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as it is enumerated in the Florida General Corporation Act. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - 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 stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this 16 day of OCT. , 1997.

Subscriber



I accept the designation as Registered Agent.
Incorporator & Registered Agent

SECRETARY OF STATE
ALBANY, NEW YORK

97 OCT 22 AM 10:25

FILED

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 GERARD PASANTES, known to me and known by me the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16 day of *March* 1997.

[Signature]

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

