

TRANSMITTAL LETTER

P 97 000092398

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT:

D' LA CRUZ REALTY & BUSINESS CONSULTING, INC.

(Proposed corporate name - must include suffix)

100002329801--0
-10/27/97--01021--007
***131.25 ***131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

LOUIS I. DE LA CRUZ

Name (Printed or typed)

251 174th St Ste 1818

Address

MIAMI BEACH FL. 33160

City, State & Zip

305-931-2094

Daytime Telephone number

FILED STATE
SECRETARY OF CORPORATIONS
97 OCT 27 PM 12:17

NOTE: Please provide the original and one copy of the articles.

10-28-97
WS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 12:17

ARTICLES OF INCORPORATION
OF
D' LA CRUZ REALTY & BUSINESS CONSULTING, INC.

The undersigned subscriber to these articles of Incorporation of D' La Cruz Realty & Business Consulting, Inc., a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

D' LA CRUZ REALTY & BUSINESS CONSULTING, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of no-par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent of this Corporation is:

Josephine Cruz
750 NW 43 Avenue Suite 517 Miami, FL 33126

ARTICLE VI - PRINCIPAL OFFICE

Executive Center
16300 NE 19th Avenue
North Miami Beach, FL 33162

The mailing address of the corporation is:

251 174th St. Suite 1818
Miami Beach, FL 33160

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than two (2) or more than seven (7). The name and address of the initial directors of the corporation are as follows:

Name

Address

Luis I. De La Cruz

251 174th St. Suite 1818 Miami Beach, FL 33160

George Cespedes

5400 SW 77 Court Miami, FL 33155

ARTICLE VIII - DIRECTOR LIABILITY

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 607.0834 of the Florida Business Corporation Act or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX - DIRECTOR INDEMNIFICATION

The Corporation shall to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have powers to indemnify under said Section from and against any and all of the expenses, liabilities, or other matters referred to or covered by said Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote or stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X - POWER TO ADOPT, AMEND, OR REPEAL THE BY-LAWS

The Board of Directors shall have the power to adopt, amend, or repeal the bylaws.

ARTICLE XI - INCORPORATORS

The name and address of the incorporator signing these articles of Incorporation is as follows:

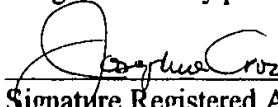
<u>Name</u>	<u>Address</u>
Luis I. De La Cruz	251 174th St. Suite 1818 Miami Beach FL 33160

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24TH day of October 1997.



Luis I. De La Cruz

Having been named as a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as a registered agent



Signature Registered Agent

10-24-97

Date

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 12:18