

10/30/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

EFFECTIVE DATE

10-27-97

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SAPI, INC.

AUDIT NUMBER.....H97000018111

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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Daniel Gonzalez
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Aware of other
existence of corp.
(Sapi's of Florida, Inc)

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FALLAHASSEE, FLORIDA

97 OCT 31 AM 10:32

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 31, 1997

EMPIRE

SUBJECT: SAPI, INC.
REF: W97000024772

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 name conflict is "SAPY'S OF FLORIDA, INC."

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000018111
Letter Number: 997A00052835

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EFFECTIVE DATE
10-27-97

ARTICLES OF INCORPORATION

OF

SAPI, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **SAPI, INC.**

Corporate Address: **1901 Brickell Avenue, #B-1511, Miami, FL 33129**

ARTICLE II. NATURE OF BUSINESS.

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

October 27th, 1997.

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: 100.

C. Par Value: Each share of Common Stock shall have NO par value.

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

Prepared By:
Costa & Associates, P.A.
Steven C. Costa, Esq.
Bar No.: 33863
30 W. 20th Avenue
Miami Lakes, FL 33016-1835

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EMPIRE CORPORATE KIT

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TALLAHASSEE, FLORIDA

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ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is: 7330 W. 20th Avenue, Miami Lakes, FL 33016-1635 and the name of the Initial Registered Agent of this corporation at that address is Helen C. Costa, Esq.

ARTICLE VI. DIRECTORS.

This corporation shall have initially 2 (two) Directors. The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Director of this corporation is:

ANA MATILDE PIÑEYRO, - Director - 1901 BRICKEL AVENUE #B-1511, MIAMI, FL 33129

SABRINA ROMAN, - Director - 1901 BRICKEL AVENUE #B-1511, MIAMI, FL 33129

ARTICLE VII. INITIAL SUBSCRIBER

The name and address of the Initial Subscriber of these Articles of Incorporation is:

ANA MATILDE PIÑEYRO, located at 1901 BRICKEL AVENUE #B-1511, MIAMI, FL 33129

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of October, 1997.

ANA MATILDE PIÑEYRO, Subscriber

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and takes acknowledgments, personally appeared ANA MATILDE PIÑEYRO known to me to be the person described in an who executed the foregoing instrument, who acknowledged before me that she executed the same, that she was personally known to me, and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 30th day of October, 1997.



HELEN C. COSTA
My Commission CC443777
Expires Mar. 07, 1999.
Bonded by H&B
800-428-1888

NOTARY SIGNATURE

Printed Notary Signature

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First - That SAPL INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named Helen C. Costa, Esq. located at 7330 West 20th, Avenue Miami Lakes, County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS 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 REGISTERED AGENT.

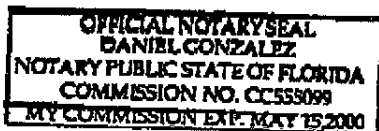
SIGNATURE: _____

Helen C. Costa, Esq., Registered Agent

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Helen C. Costa, Esq. known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that she is personally known to me, and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 27th day of October, 1997.



NOTARY SIGNATURE _____

Printed Notary Signature

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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