

S

P97000107303

2:17 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000021046 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ATOCHA INTERNATIONAL TRADING, INC.

AUDIT NUMBER.....H97000021046

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

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM

Connect: 00:05:11

FILED  
97 DEC 22 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BB, 12/23/1997

H97000021046  
ARTICLES OF INCORPORATION

OF

ATOCHA INTERNATIONAL TRADING, INC.

THE UNDERSIGNED subscriber of these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

CORPORATE NAME

Atocha International Trading, Inc.

The name of this Corporation shall be:

ARTICLE II

TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

97 DEC 22 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*Emilio J. Varela* CPA (305) 269. 8838  
8316 NW 7th St. Miami, FL 33135  
H97000021046

H97000021046

I) To enter into or become a partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm, or corporation now carrying on or about to carry on any business which this Corporation has the direct or accidental authority to pursue.

I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individuals; to establish one or more offices, both within the State of Florida and any part of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all of any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies, or possessions of the United States of America, and in any foreign countries.

J) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purpose of the attainment of any of the objects of the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the laws of the State of Florida and of the United States of America.

#### ARTICLE IV

#### CAPITAL STOCK

The maximum number of the shares that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock, each having \$ 1.00 par value.

H97000021046

H97000021046

ARTICLE III

PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Act, as in effect from time to time.

This Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

A) To Conduct and operate, in a lawful manner, a business engaged, among other things, in the production, purchasing, representation or otherwise acquire, sale, distribution or otherwise dispose of, import and export, as a wholesaler or retailer, fisheries, all kinds of machine, equipment, appliances, utensils, parts, components, accessories, electronic devices, furniture, housewares, as well as computers, television, radios, stereo equipments, records, cassette tapes, video tapes and the like.

B) To construct, erect, repair and remodel buildings and structures of all types for itself and others, and to manufacture, purchase, or otherwise acquire; and to own, mortgage, pledge, sell, assign, transfer or to otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description.

C) To purchase, lease or otherwise acquire real and personal property and leasehold thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain, and operate, and to sell, convey, exchange,

H97000021046

**H97000021046**

The consideration to be paid for each share shall be fixed by the Board of Directors and any all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid in stock, and not liable to any further call or assessment therein, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor, or services at just valuation to be fixed by the incorporator to the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restriction or transfer:

A) Each shareholder shall offer to the remaining shareholders or to this Corporation a thirty (30)-days "first refusal" option to purchase his stock, should he elect to sell his shares of capital stock of this Corporation.

B) The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding Capital of the Corporation.

Upon dissolution or liquidation of the Corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon the stock record of the Corporation.

**H97000021046**

H97000021046

lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any, and all such property and any and all legal and equitable rights thereunder and interests herein.

D) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

F) To act as a broker, agent, or factor for any person, firm or corporation.

G) To enter into make, perform and carry out contract and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation, or business of a similar nature with any person, firm, corporation, association or syndicate, or any private, public, or municipal body existing under the government of the United States, or any state, territory, colony, of dependency thereof, or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

H97000021046

H97000021046

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this Corporation may begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

DIRECTIONS

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The names of mailing addresses of the initial Directors who shall hold office until their successors are elected and have qualified are as follows:

Armando R. Febles  
8316 NW 7 Street - Suite 74  
Miami, FL 33126

ARTICLE VII

SUBSCRIBERS

The names of the subscribers of the shares of common stock and the number of shares of stock each agrees to take are as follows:

Armando R. Febles

H97000021046

H97000021046

ARTICLE VII

OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
Armando R. Febles	8316 NW 7 Street - Suite 74 Miami, Florida 33126	President/Secretary/ Treasurer

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE

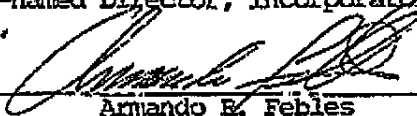
The Corporation's Resident agent for service in the State of Florida shall be:

Armando R. Febles

The address of the Registered Office of this Corporation shall be:

8316 NW 7 Street - Suite 74  
Miami, FL 33126

In witness whereof, the above-named Director, Incorporator, and Registered Agent as hereunto subscribed his name,

  
Armando R. Febles  
Director, Incorporator and Registered Agent

FILED  
97 DEC 22 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000021046