

P98000021174

BARATA INC.

1100 SW 1st Street  
Miami, Florida 33130

Telephone (305) 545-5001

November 6, 1997

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

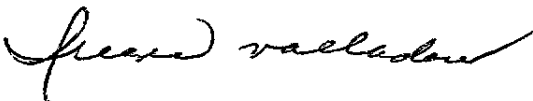
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\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,



Ileana Valladares

Enclosures

FILED  
98 MAR -5 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98-3-5-98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 19, 1997

ILEANA VALLADARES  
1100 SW 1ST STREET  
MIAMI, FL 33130

SUBJECT: BARATA, INC.  
Ref. Number: W97000025868

We have received your document for BARATA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau  
Document Specialist

Letter Number: 397A00054962

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BARATA, INC

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation,  
hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of this Corporation shall be:

BARATA, INC.

**ARTICLE II - NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any  
and all business permitted under the laws in the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and  
have outstanding at any one time is one thousand (1,000) shares of common stock having a par  
value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board  
of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued  
shall be fully paid and nonassessable.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have a perpetual existence.

**ARTICLE V - REGISTERED AGENT**

The initial Registered Agent for this Corporation shall be:

ILEANA VALLADARES  
1100 SW 1 STREET  
MIAMI, FL 33130

#### ARTICLE VI – BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time through By-Laws adopted by the stockholders. However, the Corporation shall have no less than one director at any time.

#### ARTICLE VII – INITIAL DIRECTORS

The names and post office addresses of each member of the initial Board of Directors of this Corporation are:

ILEANA VALLADARES  
1100 SW 1 STREET  
MIAMI, FL 33130

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VIII – PRINCIPAL AND REGISTERED ADDRESS

This corporation shall maintain its principal office and registered office address at:

1100 SW 1 STREET  
MIAMI, FL 33130

The Board of Directors may change the registered office as is necessary.

#### ARTICLE IX - INCORPORATION

The name and post office address of each Incorporator executing these Articles of Incorporation are as follows:

ILEANA VALLADARES  
1100 SW 1 STREET  
MIAMI, FL 33130

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this corporation.

#### ARTICLE X - 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 at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 20<sup>th</sup> day of February, 1998.

By   
ILEANA VALLADARES

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

Pursuant to the provisions of 607.0501, Fla. Stat., the mentioned 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.

1. The name of the corporation is BARATA, INC.

The name and street address of the registered agent is ILEANA VALLADARES

2. 1100 SW 1 STREET, MIAMI, FLORIDA 33130. 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.

  
\_\_\_\_\_  
ILEANA VALLADARES

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98 MAR -5 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA