

Charter Number Only

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Requestor's Name  
Liana Martinez  
Address  
910 Collins Avenue  
Miami Beach FL 33134  
City State ZIP Phone  
673-4443

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ONLY

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-03/25/98-01008-019  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Padoani Import & Export, INC

RECEIVED  
98 MAR 25 AM 10:03  
DIVISION OF CORPORATION

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| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Foreign            | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation         | <input type="checkbox"/> Certified Copy     | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Photo Copies        | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call If Problem     | <input type="checkbox"/> Walk In            | <input type="checkbox"/> Mail                       |
| <input type="checkbox"/> Will Wait           | <input checked="" type="checkbox"/> Pick Up |   |

Name	
Availability	
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Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

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certified copy

FILED  
98 MAR 25 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

**CERTIFICATE OF INCORPORATION**  
**OF**  
**PADOANI IMPORT & EXPORT, INC.**

**FILED**  
**98 MAR 25 AM 11:13**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this Corporation is:

**PADOANI IMPORT & EXPORT, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: to engage in any activity or business permitted under the Laws of the United States and Florida.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfers or corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock of this corporation is authorized to have outstanding at any time is: 500 shares of common stock having a nominal of \$1.00 par value.

#### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is: \$500.00.

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI. ADDRESS**

The initial post office address of the initial office of this corporation in the State of Florida is: 8357 West Flagler Street, Suite 235, Miami, FL 33144. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### **ARTICLE VII. DIRECTORS**

The corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE VIII. INITIAL DIRECTORS & OFFICERS**

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<b>JUAN PABLO MONTANO</b>	15606 SW 63rd Terrace Miami, FL 33193	President/ Director
<b>DORA C. PEREZ</b>	15606 SW 63rd Terrace Miami, FL 33193	Vice-President/ Secretary/ Director
<b>ANIBAL P. PEREZ-VILLAR</b>	15606 SW 63rd Terrace Miami, FL 33193	Treasurer

#### **ARTICLE IX. SUBSCRIBERS**

The names and post office addresses of each subscriber to these Articles of Incorporation are:

NAME

**JUAN PABLO MONTANO**

ADDRESS

15606 SW 63rd Terrace  
Miami, FL 33193

**ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT**

The registered office shall be 8357 West Flagler Street, Suite 235, Miami, FL 33144 and the registered agent shall be **Juan Pablo Montano**.

**ARTICLE XI. AMENDMENT**

The 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 stockholder's meeting by a majority of the stock entitled to vote thereon.

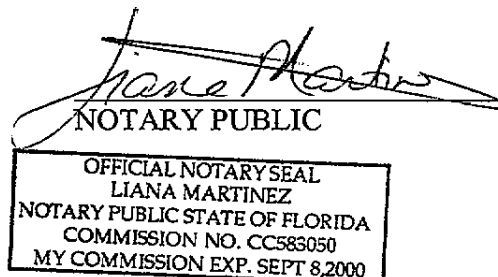
  
Incorporator/**Juan Pablo Montano**

STATE OF FLORIDA )  
                              : SS  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **JUAN PABLO MONTANO** described as subscriber in and who executed the foregoing described Articles of Incorporation, and he acknowledge before me that he executed the same, that I relied upon the following form of identification of the above-named person: Florida Driver's License and that an oath was taken.

WITNESS my hand and official seal at Miami Beach, Dade County, Florida, this 16th day of March, 1998.

My commission expires:  
AFFIX NOTARIAL SEAL



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

Pursuant to the provisions of Chapter 607, 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.

1. The name of the corporation is:

**PADOANI IMPORT & EXPORT, INC.**

2. The name and address of the registered agent and office is:

JUAN PABLO MONTANO  
8357 West Flagler Street, Suite 235  
Miami, FL 33144

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 AT THE OFFICE ADDRESS, TO WIT: 8357 West Flagler Street, Suite 235, Miami, FL 33144, 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.

  
JUAN PABLO MONTANO

03-16-98  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR 25 AM 11:13

FILED