

# TRANSMITTAL LETTER

P98000029413

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

400002435994--1  
-02/20/98--01035--008  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: GRAPHIX Miami, Inc.  
(Proposed corporate name - must include suffix)

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR 30 AM 11:27

FILED

FROM: MANUEL ROSADO

Name (Printed or typed)

8288 NW 64th Street

Address

Miami, Florida 33166

City, State & Zip

305- 436-1111

Daytime Telephone number

Manuel Rosado

GAVE

AUTHORIZATION BY PHONE TO

CORRECT Corp. Name

DATE 3-31-98

DOC. EXAM. CB

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

CB  
3-31-98

ARTICLES OF INCORPORATION

OF

GRAPHIX MIAMI, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

GRAPHIX MIAMI, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

8288 NW 64th Street  
Miami, Florida 33166

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

MANUEL ROSADO  
8288 NW 64th Street  
Miami, Florida 33166

#### ARTICLE VII

The initial board of Directors shall consist of a total of 3 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

PABLO HOBERMAN, President-Director  
Callao 852, Piso 1 -A  
Buenos Aires, ARGENTINA

BERTHA ROSADO, Vice-President, Director  
8288 NW 64th Street, Miami, FL 33166

IRMA TIERRADENTRO, Secretary-Treasurer - Director  
8288 NW 64th Street, Miami, Florida 33166

**ARTICLE VII INCORPORATOR(S)**

**See instructions for officers/directors**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

PABLO HOBERMAN, President  
Avenida Callao 852  
Piso I - A  
Buenos Aires 1023  
Argentina

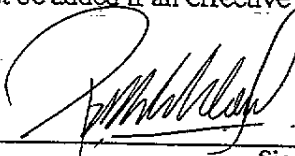
BERTHA N. ROSADO  
8288 NW 64th Street  
Miami, Florida 33166

IRMA TIERRADENTRO  
8288 NW 64th Street  
Miami, Florida 33166

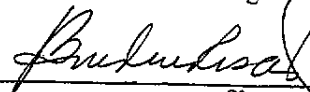
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

12 day of February, 19 98.


(An additional article must be added if an effective date is requested.)

  
\_\_\_\_\_  
Signature

PABLO HOBERMAN, President

  
\_\_\_\_\_  
Signature

BERTHA ROSADO, Vice President

  
\_\_\_\_\_  
Signature

IRMA TIERRADENTRO, Secretary  
Treasurer

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

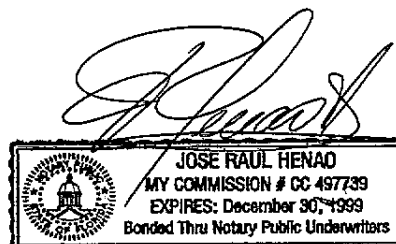
In pursuance of Chapter 607.34 Florida Statutes, the following  
is submitted, in compliance with said Act:

First-That GRAPHIX MIAMI INC.  
(Name of Corporation)  
desiring to organize under the laws of the State of Florida  
(Florida)  
with its principal office, as indicated in the articles of  
incorporation at City of Miami County  
(City)  
of Miami - Dade, State of Florida  
(County) (State)  
has named MANUEL ROSADO  
(Name of Resident Agent)  
located at 8288 NW 64th Street.  
(Street address and number of building,  
Post Office Box address not acceptable)  
City of Miami, County of Miami Dade  
(City) (County)  
State of Florida, as its agent to accept service of process within  
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate. I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

By, Manuel Rosado  
Signature  
Registered Agent



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1. The name of the corporation is GRAPHIX MIAMI, INC.

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

MANUEL ROSADO

(NAME)

8288 NW 64th Street

(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, Florida 33166

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

*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.*

Manuel Rosado

(SIGNATURE)

2-12-98

(DATE)