

P98000035804

TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLA 32314

600002493306--5  
-04/20/98--01041--001  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: FARCON TIERRA, CORPORATION  
(PROPOSED CORPORATE NAME)

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF  
INCORPORATION AND OUR CHECK FOR \$ 122.50 . #826.

FROM: FARCON TIERRA, CORPORATION  
(NAME PRINTED OR TYPED)

758 NE 127<sup>TH</sup> STREET  
ADDRESS  
NORTH MIAMI, FL 33161  
CITY, STATE, & ZIP  
(305) 8917336  
TELEPHONE

FILED  
98 APR 20 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

9/14-21-98

**CERTIFICATE OF INCORPORATION**  
**OF**  
**FARCON TIERRA, CORPORATION**

**FILED**  
**98 APR 20 AM 8:13**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

We, the undersigned, in order to form a Corporation for profit for the purpose hereinafter state, under and pursuant to the provision of the Florida Statutes, do hereby subscribed to this certificate of Incorporation, and do adopt the following Articles of Incorporation:

**ARTICLES OF INCORPORATION**

**ARTICLE I**

The name of Corporation shall be:

**FARCON TIERRA, CORPORATION**

**ARTICLE II**

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

- a. This Corporation is organized with the purpose to engage in the HEAVY EQUIPMENT OPERATION business and all other lawful related activities permitted under the laws of the State of Florida and the United States of America.
- b. To enter into, make and perform contracts of any person, firm association or corporation, town, city, country, state, territory or government.
- c. To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of an deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the person, whether as principals, agents trustees otherwise.
- d. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.
- e. To purchase, hold, sell and transfer the shares of capital stock except from the surplus of stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.
- f. To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the attainment of the objectives aphthous Corporation whether or not such business is similar in nature to

the objects set forth in these Articles of Incorporation and to do any all things herein before set forth the same extent as natural person might or could do.

### **ARTICLE III**

The maximum number of shares of stock which this corporation shall have outstanding any time shall be five hundred shares all of which shall be \$10.00 per value and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful many of the United States of America, or in service of property at just valuation, to be fixed by the Director of this Corporation at the organizational meeting, or any other meeting held for that purpose.

### **ARTICLE IV**

The initial registered office of the corporation is **FRANCISCO CONCEPTION**, President-Treasurer and the initial registered agent at such address is: **758 N.E. 127<sup>TH</sup> STREET  
NORTH MIAMI, FL 33161**

### **ARTICLE V**

This Corporation is to have perpetual existence.

### **ARTICLE VI**

The initial Post Office Address of the principal office of this corporation in the State of Florida is: **758 N.E. 127<sup>TH</sup> STREET  
NORTH MIAMI, FLA 33161**

### **ARTICLE VII**

This Corporation shall have Directors, initially. The number of directors may be increased or diminished from time to time, by law adopted by the stockholders, but never be less than two.

### **ARTICLE VIII**

The names and post office addresses of the first Board of Directors and officers of this Corporation who shall hold office for the first year of its existence or until successors are elected and qualified, are as follow:

FRANCISCO CONCEPTION                      PRESIDENT-TREASURER      758 NE 127 ST.  
(Full name)    (Title)    (Address)

ELSA NERY                                      SECRETARY                                      758 NE 127<sup>TH</sup> ST.  
(Full name)    (Title)    (Address)

### ARTICLE IX

The names and post office addresses of the subscribers to the Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of capital with which the corporation will begin business, is as follows:

FRANCISCO CONCEPTION                      PRESIDENT-TREASURER      758 NE 127 ST.  
(Full name)    (Title)    (Address)

ELSA NERY                                      SECRETARY                                      758 NE 127<sup>TH</sup> STREET

### ARTICLE X

The management and control of the business of the Corporation shall be conducted under the directions of the Board of Directors by offices who shall be elected by the Board of Directors, to-wit; a president, one or more Vice-President, a treasurer, and a Secretary, one or more of said officers may hold one or more offices except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.

### ARTICLE XI

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 a majority of the stock entitled to vote thereon.

## ARTICLE XII

In furtherance, and not in limitation of the powers conferred by Statutes the Board of Directors is expressly authorized:

- a. To adopt and amend the by-laws of this Corporation provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- b. To authorized and cause to be executed mortgages and liens upon the real and personal property of this Corporation.
- c. To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
- d. When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the Corporation. IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seal this 16<sup>th</sup> day of March, 1998.

  
FRANCISCO CONCEPCION  
President-Treasurer

  
ELSA NERY  
Secretary

STATE OF FLORIDA )

SS

COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared: FRANCISCO CONCEPTION to be known to be the persons described as subscribers in an who executed the foregoing Articles of Incorporation and acknowledged before that they subscribed to those Articles of Incorporation.

C. Treco

Sworn to and subscribed before me on this 27<sup>th</sup> day of March, 1998.

Milagros Suarez

Milagros Suarez

Notary Public

State of Florida at Large



COMMISSION # CC 584479

EXPIRES AUG 04, 2000

BONDED THRU

ATLANTIC BONDING CO., INC.

My Commission Expires:



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

Pursuant to the provision 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: **FARCON TIERRA, CORPORATION**

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

**FRANCISCO CONCEPTION  
758 NE 127<sup>TH</sup> STREET  
NORTH MIAMI, FLA 33161**

SIGNATURE *C. Franco*

TITLE *PRESIDENT - TREASURER*

DATE *3/16/98*

**FILED  
98 APR 20 AM 8:13  
SECRETARY OF STATE  
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 obligation of my position as registered agent.