

79 8 0000 41378

Juan Manuel Alvarez Ossa  
7920 SW 198th St.  
Miami, Fl 33189

FILED  
MAY - 11 AM 8:40  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

March 20, 1998

State of Florida  
Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Fl 32314

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-04/13/98-01137-009  
\*\*\*122.50 \*\*\*122.50

Att: Secretary of State

Dear Sir:

This is to request from the Florida Department of State the registration of the Corporation for which I am attaching the Articles of Incorporation.

I am enclosing a check in the amount of \$122.50 (One hundred and twenty two and 50/100) to cover filing fees for the following:

Filing fee for a profit Corporation  
Designation of Registered Agent  
Certified Copy of Registration

Sincerely yours,

Juan Manuel Alvarez Ossa

Enc. Check for \$122.50  
Articles of Incorporation

98-10264  
505  
2537

F. GHESSER MAY 7 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 14, 1998

JUAN M ALVAREZ OSSA  
7920 SW 198 STREET  
MIAMI, FL 33189

SUBJECT: JUAN MANUEL'S CORPORATION  
Ref. Number: W98000008388

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98 MAY -4 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 398A00019961

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Articles of Incorporation  
of  
Juan Manuel's Corporation*

I, the undersigned natural person, competent to contract, acting as incorporator of a Corporation under the Florida General Act, adopt the following Articles of Incorporation:

Article I  
Name

The name of this Corporation is:

*Juan Manuel Corp.*

Article II  
General Nature of Business

The general nature of the business to be transacted is: to engage in any lawful activity or business permitted under the laws of the United States and of the State of Florida.

Article III  
Capital Stock

The value of the authorized capital stock is One Hundred (\$100.00) Dollars, consisting of one hundred shares of common stock having par value of One(\$1.00) Dollar per share.

Article IV  
Initial Capital

The Amount of capital with which the Corporation will begin business is One hundred (100.00) Dollars.

Article V  
Corporate Existence

The Corporation is to have perpetual existence, unless dissolved according to law. Corporate existence shall commence at the time of filing of the Articles of Incorporation by the Department of State, State of Florida.

Article VI  
Principal Office

The street address of the principal office of the Corporation is:  
7920 SW 198<sup>th</sup> St.  
Miami, Fl 33189

Article VII  
Initial Board of Directors

The Corporation shall have (1) Director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial director of this Corporation is:

*Juan Manuel Alvarez Ossa*  
*7920 SW 198<sup>th</sup> St.*  
*Miami, Fl 33189*

Article VIII  
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

Article IX  
Incorporators

The name and street address of the incorporator of these Articles of Incorporation is as follows:

*Juan Manuel Alvarez Ossa*  
*7920 SW 198<sup>th</sup> St.*  
*Miami, Fl 33189*

Article X  
Calling of Special Meetings

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all shares entitled to vote at the meeting.

Article XI  
Shareholders Quorum and Voting

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote in the subject matter shall be the act of the shareholders.

Article XII  
Approval of Shareholders Required for Merger

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XIII  
Indemnification

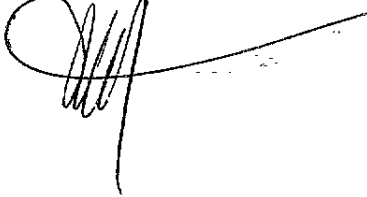
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the law.

Article XIV  
Amendment

This Corporation reserves the right to amend or repeal any provision in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this twentieth day of March, A.D. 1998.

Juan Manuel Alvarez Ossa

A handwritten signature in black ink, appearing to be 'Juan Manuel Alvarez Ossa', written over a horizontal line.

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

*Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the under-  
signed 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: Juan Manuel Corp.

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

ITZA N. ALVAREZ  
(Name)  
7920 SW 198TH ST.  
(P.O. Box NOT acceptable)  
Miami FL 33189  
(City/State/Zip)

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*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.*

SIGNATURE Jha N. Alvarez  
DATE 4/27/98