

P98000042693

TRANSMITTAL LETTER

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

KBL Miami Enterprise Co.

SUBJECT: \_\_\_\_\_  
Proposed Corporate Name

100002517311--2  
-05/08/98--01081--010  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a ~~check~~ of \$ 78.75 for filing fee and certificate.  
*MONEY ORDER*

FROM: Martti Kalkas  
\_\_\_\_\_  
Name  
15419 SW 54th Street  
\_\_\_\_\_  
Address  
Miami, FL 33185  
\_\_\_\_\_  
City, State, Zip  
(305) 577-9716  
\_\_\_\_\_  
Area Code and Phone Number (Daytime)

FILED  
98 MAY -8 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
5/12/98

**FILED**

98 MAY -8 AM 11:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

KBL Miami Enterprise Co.

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(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

KBL Miami Enterprise Co.

with the principal place of business located at:

8120 Geneva Court, #D-452  
Miami, FL 33166

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock with no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

15419 SW 54 Street  
Miami, FL 33185

The name of the initial Registered Agent of this corporation is:

Martti Kalkas

#### ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Lucas Hauque Carvalho, President, Secretary

Bruno Duarte Ornelas, Vice President, Treasurer

#### ARTICLE VI - INCORPORATORS

The name of and address of the persons signing this article is:

Lucas Hauque Carvalho  
8120 Geneva Court, #D-452  
Miami, Florida 33166

Bruno Duarte Ornelas  
8120 Geneva Court, #D-452  
Miami, Florida 33166

#### ARTICLE VII - INDEMNIFICATION

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

#### ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

#### ARTICLE IX - BY-LAWS

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

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 6th day of May, 1998.

  
\_\_\_\_\_  
Incorporator

  
\_\_\_\_\_  
Incorporator

**FILED**

98 MAY -8 AM 11:04

CERTIFICATE DESIGNATING THE ADDRESS AND AN SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the KBL Miami Enterprise Co. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

Martti Kalkas  
15419 SW 54 Street  
Miami, Florida 33185

as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of the

KBL Miami Enterprise Co.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 6th day of May, 1998.

Martti Kalkas

Registered Agent