

P98000051847

6/09/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

11:52 AM

((H98000010709 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: IMPORTADORA & EXPORTADORA MARSOLAY CORP.

AUDIT NUMBER.....H98000010709

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

"TRANSLATION: IMPORT & EXPORT MARSOLAY CORP."

FILED  
98 JUN 10 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6/10/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 10, 1998

FAS-T CORP AGENTS INC

SUBJECT: IMPORTADORA & EXPORTADORA MARSOLAY CORP.  
REF: W98000013260

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 6 states there will be 2 director(s), whereas 3 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H98000010709  
Letter Number: 798A00032478

FILED

98 JUN 10 AM 11: 27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
IMPORTADORA & EXPORTADORA MARSOLAY CORP.

ARTICLE I- NAME

The name of this Corporation is : **IMPORTADORA & EXPORTADORA MARSOLAY CORP.**

ARTICLE II- DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III- PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is:  
**LUIS DANIEL BENITEZ LAMARCA, 2491 West 72 Pface, Hialeah Florida 33016.**

The Principal Place of Business of the Corporation shall be :  
**2491 West 72 Place, Hialeah, Fl 33016.**

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have three<sup>3</sup> Directors initially. The number of Directors may be increased or decreased from time to time by the by-laws, out shall never be less than one (1). The names and addresses of the initials Directors are:

Name:	Address:
<b>LUIS DANIEL BENITEZ LAMARCA</b> President	<b>2491 W 72 Place</b> <b>Hialeah, Fl 33016</b>
<b>CESAR D. BENITEZ MARCELES</b> Vice President	<b>2491 W 72 Place</b> <b>Hialeah, Fl 33016</b>
<b>MARSOLAY BENITEZ</b> Treasurer	<b>2491 W 72 Place</b> <b>Hialeah Fl 33016</b>

PREPARED BY: **Demar Enterprises Accounting Services, Inc.**  
**1550 West 84th. Street, Suite 77 Hialeah, Florida 33014**  
**Ph: (305)558-4947 Fax:(305)821-9794**

#### ARTICLE VII- LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

#### ARTICLE VIII- INDEMNIFICATION

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

#### ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X- INCORPORATOR

The persons signing these articles is: LUIS DANIEL BENITEZ LAMARCA, 2491 W 72 Place, Hialeah, Fl 33016.

#### ARTICLE XI- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 9 days of June of 1998.

  
\_\_\_\_\_  
LUIS DANIEL BENITEZ LAMARCA  
President

  
\_\_\_\_\_  
CESAR D. BENITEZ MARCELES  
Vice-President

  
\_\_\_\_\_  
MARSOLAY BENITEZ  
Treasurer

PREPARED BY: Demar Enterprises Accounting Services, Inc.  
1550 West 84th. Street, Suite 77 Hialeah, Florida 33014  
Ph: (305)558-4947 Fax: (305)821-9794

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws on the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that **IMPORTADORA & EXPORTADORA MARSOLAY CORP** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named **LUIS DANIEL BENITEZ LAMARCA** located at **Hialeah, FLORIDA, County of Miami Dade, State of Florida**, as its agent to accept service of process within this State.

**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.**

  
\_\_\_\_\_  
**LUIS DANIEL BENITEZ LAMARCA**  
Agent

**FILED**  
**98 JUN 10 AM 11:27**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**PREPARED BY:** Damar Enterprises Accounting Services, Inc.  
1550 West 84th Street, Suite 77 Hialeah, Florida 33014  
Ph: (305)558-4947 Fax: (305)821-9794