

6/30/98

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ARQDECO DESIGNS, INC.

AUDIT NUMBER.....H98000012159

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 1, 1998

EMPIRE

SUBJECT: ARQDECO DESIGNS, INC.  
REF: W98000015029

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.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H98000012159  
Letter Number: 498A00035631

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ARTICLES OF INCORPORATION  
OF  
ARQDECO DESIGNS, Inc.

98 JUL -6 PM 2:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all powers, rights, privileges, and immunities; and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this Corporation is ARQDECO, INC. (hereinafter referred to as the "Corporation") and its mailing address is 10621 N. Kendall Drive, Suite 208, Florida 33176.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

THIS DOCUMENT PREPARED BY:  
GLADYS GONZALEZ-BOYER, J.D.  
ATTORNEY AT LAW  
10621 N. KENDALL DRIVE, STE 208  
MIAMI, FLORIDA 33176  
FEN: 0069264  
(305) 595-5553

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**ARTICLE V - REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is FAUSTO ANTONIO ZACAPA, and his address is 10621 N. Kendall Drive, Suite 208, Miami, Florida.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have One Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
FAUSTO ANTONIO ZACAPA	10621 N. Kendall Drive, Ste 208 Miami, Florida 33176

- (a) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation.
- (b) The business affairs of this Corporation shall be managed by the Board of Directors, and
- (c) The Board of Directors shall be shareholders in the Corporation.

**ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended, or repealed by either the shareholders or Directors.

**ARTICLE VIII - INDEMNIFICATION**

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

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**ARTICLE IX - INCORPORATORS**

The name of the person signing these Articles is FAUSTO ANTONIO ZACAPA, at 10621 N. KENDALL DRIVE, Suite #208, MIAMI, FLORIDA 33176.

**ARTICLE X - 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 Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of June 1998.

  
\_\_\_\_\_  
FAUSTO ANTONIO ZACAPA  
Incorporator.

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Re: ARQDECO DESIGNS, INC.

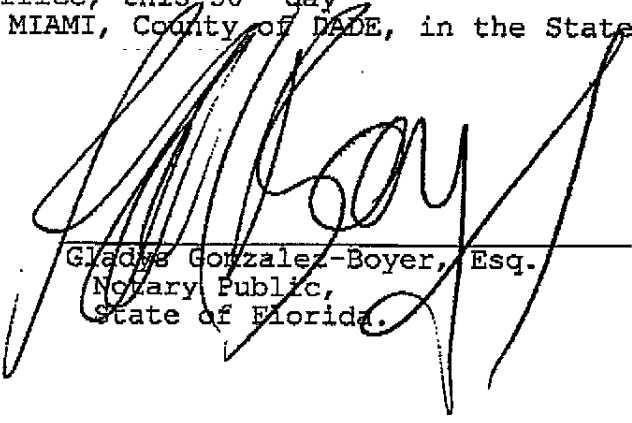
ACKNOWLEDGMENT

STATE OF FLORIDA       )  
                              ) s.s.  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared:

FAUSTO ANTONIO ZACAPA to me known, to be the person described herein as incorporator and who executed the foregoing **ARTICLES OF INCORPORATION**, and he acknowledged before me that he executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office, this 30<sup>TH</sup> day of June, 1998, in the City of MIAMI, County of DADE, in the State of Florida.

  
\_\_\_\_\_  
Gladys Gonzalez-Boyer, Esq.  
Notary Public,  
State of Florida.

My commission expires:



Gladys M Gonzalez-Boyer  
My Commission CCS16804  
Expires Dec. 07, 1999

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ARQDECO DESIGNS, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED OFFICE, AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH FLORIDA STATUTES §607.034, THE FOLLOWING IS SUBMITTED:

FIRST-That ARQDECO DESIGNS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named FAUSTO ANTONIO ZACAPA, whose address is 10621 N. Kendall Drive, Suite 208, Miami, Florida 33176, County of Dade, State of Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 30<sup>th</sup> DAY OF June, 1998.

By

  
 FAUSTO ANTONIO ZACAPA  
 Registered Agent for  
 ARQDECO DESIGNS, INC.

FILED  
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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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