

P980000 73156

Patricia C. Puerto

16171 S.W. 73rd Street  
Miami, Florida 33193  
(305) 388-0541

August 17, 1998

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

100002620591--3  
-08/20/98--01022--005  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with a check in the amount of \$122.50 to cover the filing fee and certified copy charge.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Thank you for your prompt attention to this matter. Should you have any questions, please do not hesitate to contact me at (305) 279-2713.

Sincerely,



Patricia C. Puerto

Enclosures

APPROVED  
AND  
FILED  
98 AUG 20 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK AUG 21 1998

APPROVED  
AND  
FILED

98 AUG 20 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THREE AMIGOS MARKETPLACE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be THREE AMIGOS MARKETPLACE, INC.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be 15449 N.W. 83rd Court, Miami, Florida 33016 and the name of the initial Registered Agent for the corporation is Patricia C. Puerto, 16171 S.W. 73rd Street, Miami, Florida 33176.

**ARTICLE V - SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI - TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII - LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred

by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### **ARTICLE VIII - SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

JAIME E. PUERTO  
LILIANA. LEHMANN

#### **ARTICLE IX INCORPORATOR**

The name and address of the incorporator is:

Patricia C. Puerto  
16171 S.W. 73rd Street  
Miami, Florida 33176

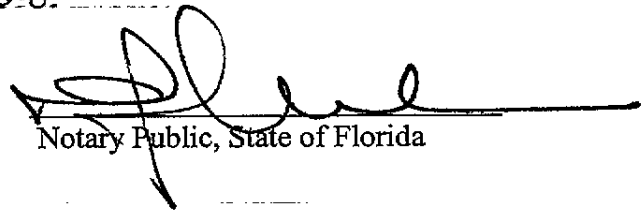
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 17 day of August, 1998.

Incorporator:

  
PATRICIA C. PUERTO

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was executed and acknowledged before me this 17 day of August, 1998, by PATRICIA C. PUERTO who is personally known to me or who produced the following identification P630-683-67-673-0.

  
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL  
MARTYN W D VERSTER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC663984  
MY COMMISSION EXP. JULY 15, 2001

**DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. THREE AMIGOS MARKETPLACE, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 15449 N.W. 83rd Court, Miami, Florida 33016 has named PATRICIA C. PUERTO, whose address is 16171 S.W. 73rd Street, Miami, Florida 33193, as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



PATRICIA C. PUERTO

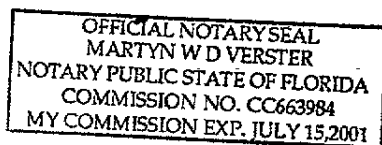
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this day personally appeared PATRICIA C. PUERTO, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 17 day of August, 1998.

  
Notary Public, State of Florida

My Commission Expires:



98 AUG 20 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED