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Law Offices
of
Monica Amor

Monica Amor,
Attorney at Law

5040 Northwest 7th Street
Suite 209
Miami, Florida 33126

Telephone: (305)529-4242
Fax: (305)447-6918

October 19, 1998

VIA CERTIFIED MAIL – RETURN RECEIPT REQUESTED

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****122.50 *****78.75

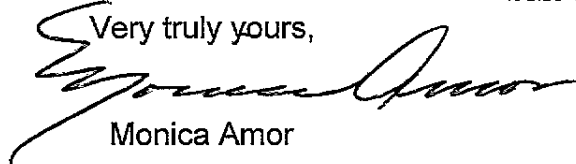
RE: Formation of A.Y.F. Designs, Corp.

Dear Sir/Madam:

The undersigned attorney represents Angel A. Quesada and Juan Fernando Quesada in the formation of the above referenced corporation. Attached please find the Articles of Incorporation, along with a check payable to Florida Department of State in the amount of \$122.50 (check number 0129).

Thank you in advance for your cooperation. Your prompt attention in this matter will be greatly appreciated. Should you have any questions, feel free to contact the undersigned.

Very truly yours,


Monica Amor

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ARTICLES OF INCORPORATION
OF A.Y.F. DESIGNS, CORP.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

CORPORATE NAME

The name of the corporation ("Corporation") shall be A.Y.F., Designs, Corp.

ARTICLE II

EFFECTIVE DATE

The existence of this corporation shall begin five business days prior to the date of filing.

ARTICLE III

DURATION AND BEGINNING OF CORPORATE EXISTENCE

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

ARTICLE IV

BUSINESS ADDRESS

The street address of the principal office of the Corporation is 4820 S.W. 8th Street, Coral Gables, Florida 33134.

ARTICLE V

CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is five hundred (500), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which

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shareholders have the right to vote. The shares of stock authorized shall have a par value of one dollar (\$1.00).

ARTICLE VI

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall be \$2,500.00.

ARTICLE VII

Principal Office and Registered Agent

The initial address of the principal office of this Corporation in the State of Florida is:

4820 S.W. 8th Street
Coral Gables, Florida 33134

The Board of Directors may from time to time move the principal office of this Corporation to any other address in Florida. The Registered Agent of this Corporation shall be:

Angel A. Quesada at the above address.

ARTICLE VIII

DIRECTORS

This Corporation shall have two directors. The number of directors may be increased, or diminished, from time to time, by by-laws adopted by the stockholders.

ARTICLE IX

BOARD OF DIRECTORS

The initial board of directors shall consist of two members. The names, titles, and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
1) Juan Fernando Quesada	President	4820 S.W. 8 th Street, Coral Gables, FL 33134
2) Angel Alfredo Quesada	Executive V-P	4820 S.W. 8 th Street, Coral Gables, FL 33134

ARTICLE X

PREEMPTIVE RIGHTS

Should any stockholder wish to dispose of his stock it shall first be offered to the remaining stockholders, at a price no greater than a bona-fide offer by any third person, and said shall be available for a period of ninety (90) days to such remaining stockholders. In the event that any of said stock is not purchased by any of the remaining stockholders within ninety (90) days of the offer, said stock may then be sold by the stockholder to a third person approved by the other shareholders.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XII

The stock of this Corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the Corporation may receive the benefits provided thereunder.

ARTICLE XIII

INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XIV

The names and street addresses of the persons signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
1) Juan Fernando Quesada	4820 S.W. 8 th Street, Coral Gables, FL 33134
2) Angel Alfredo Quesada	4820 S.W. 8 th Street, Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 19th day of October, 1998.



JUAN FERNANDO QUESADA



ANGEL ALFREDO QUESADA

ACKNOWLEDGMENT

Having been named to accept service of process for A.Y.F., Designs, Corp. , at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



ANGEL ALFREDO QUESADA

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