

# P98000102687

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Property Management  
Corporation

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\*\*\*\*172.50 \*\*\*\*172.50

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cert

1.50  
17.50

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DIVISION OF CORPORATION

W98-27430  
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Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 8, 1998

CAPITAL CONNECTION, INC.  
417 E VIRGINIA ST #1  
TALLAHASSEE, FL 32302

SUBJECT: PROPERTY MANAGEMENT CORPORATION  
Ref. Number: W98000027430

We have received your document for PROPERTY MANAGEMENT CORPORATION and your check(s) totaling \$172.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 198A00057957

CERTIFICATE OF DOMESTICATION

The undersigned, Constantino Heredia Larrañaga, as Vice President, Treasurer and Director of Property Management Corporation, a Panamanian corporation, (the "Corporation") and Frank R. S. Fabre, Esq., as authorized and empowered in the resolutions of a Special Joint Meeting of Directors and Stockholders of the Corporation held in Lima, Peru, on December 3, 1998, attached hereto together with the Certificate of Corporate Resolutions, state:

1. That under the provisions of Florida Statute §607.1801, Property Management Corporation, organized under the laws of the Republic of Panama on May 2, 1974, hereby elects to change its seat and place of incorporation to the State of Florida, United States of America.

2. That under the provisions of Article 11E of the Commercial Code of the Republic of Panama, Panamanian corporations can change the seat of incorporation by resolution to the effect taken by its stockholders.

3. That Property Management Corporation was incorporated in the city of Panama, Republic of Panama, by Public Deed No. 3334, dated May 2, 1974, before Notary Second Cecilio Moreno.

4. That the name of the Corporation prior to the filing of this Certificate was Property Management Corporation.

5. That the name set forth in the Articles of Incorporation in accordance with Florida Statute §607.0120, is Heredia Property Management Corporation.

6. That the jurisdiction that constitute the seat, siege social, or principal place of business or central administration of the Corporation immediately prior to the filing of this Certificate of Incorporation is the City of Panama, Republic of Panama.

7. That the one hundred (100) nominative shares issued by Property Management Corporation when first organized in the City of Panama, Republic of Panama on May 29, 1974, have been canceled and exchanged for 1000 nominative shares issued by said Corporation as a domesticated Florida corporation as follows: five hundred (500) shares to Constantino Heredia Garcia and five hundred (500) shares to Nelida Larrañaga de Heredia, his wife.

PROPERTY MANAGEMENT CORPORATION

By: \_\_\_\_\_  
Name: Constantino Heredia Larrañaga  
Title: Vice President/Treasurer/Director

By: \_\_\_\_\_  
Name: Frank R. S. Fabre  
Title: Attorney-in-Fact & Agent

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority, personally appeared CONSTANTINO HEREDIA LARRAÑAGA and FRANK R. S. FABRE, who are to me well known to be the persons described in and who subscribed this Certificate of Domestication as Vice President/Treasurer/Director and as Attorney-in-Fact and Agent of Property Management Corporation, respectively; and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 7th day of December, 1998.

*Maria C. Cueto*

NOTARY PUBLIC  
STATE OF FLORIDA  
Maria C. Cueto  
Commission # CC 770627  
Expires OCT. 9, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

ARTICLES OF INCORPORATION  
OF  
HEREDIA PROPERTY MANAGEMENT CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation, when incorporated in the Republic of Panama, was PROPERTY MANAGEMENT CORPORATION, that is now changed to HEREDIA PROPERTY MANAGEMENT CORPORATION for purpose of its domestication in the State of Florida.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on May 2, 1974, the date of incorporation of the Corporation under the laws of the Republic of Panama, having elected under Article 11E of the Commercial Code of the Republic of Panama to change its seat to the State of Florida, hereby files this Certificate of Incorporation pursuant to Sections 607.1801 of the Florida Statutes, as amended, for its operation in this State as a Florida corporation).

ARTICLE III - PURPOSE

The 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 nominative 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares". The 100 nominative shares originally issued by the Corporation are hereby canceled and declared null and void.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134. The initial resident agent of this corporation is: Frank R. S. Fabre, Esq., 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to

shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

Constantino Heredia                      President/Director  
717 Ponce de Leon Blvd.  
Suite 234  
Coral Gables, Florida 33134

Nelida Larrañaga de Heredia      Vice President/Secretary/  
Director  
717 Ponce de Leon Blvd.  
Suite 234  
Coral Gables, Florida 33134

Constantino Heredia Larrañaga      Vice President/Treasurer/  
Director  
717 Ponce de Leon Blvd.  
Suite 234  
Coral Gables, Florida 33134

Diego Heredia Larrañaga              Assistant Treasurer  
717 Ponce de Leon Blvd.  
Suite 234  
Coral Gables, Florida 33134

Frank R. S. Fabre                      Assistant Secretary  
717 Ponce de Leon Blvd.  
Suite 234  
Coral Gables, Fl. 33134

#### ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

#### 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 of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata 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 - INCORPORATION

The name and address of the person signing these Articles

is:

Constantino Heredia Larrañaga  
717 Ponce de Leon Blvd.  
Suite 234  
Coral Gables, Florida 33134

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7<sup>th</sup> day of December, 1998.

  
\_\_\_\_\_  
CONSTANTINO HEREDIA LARRANAGA

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 ITS DUTIES.

DATED THIS 7<sup>th</sup> DAY OF DECEMBER, 1998.

  
\_\_\_\_\_  
FRANK R. S. FABRE, Registered Agent

STATE OF FLORIDA            )  
COUNTY OF MIAMI-DADE    )

The foregoing was acknowledged before me, this 7<sup>th</sup> day of December, 1998, by CONSTANTINO HEREDIA LARRANAGA, to me known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of PROPERTY MANAGEMENT CORPORATION. He is personally known to me and did take an oath.

  
\_\_\_\_\_