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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

TLC3, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1998

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ARTICLES OF INCORPORATION

OF

TLC 3, INC.

The undersigned Subscriber desiring to form a corporation in the State of Florida, hereby makes, signs, and subscribes these Articles of Incorporation in order to form a corporation under the laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is TLC 3, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is
Real Estate Investment.

To conduct business in, have one or more offices in, and hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, agencies, patents, copyrights, trademarks, and licenses in the State of Florida and in other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers or corporate property; or other instruments to secure the payment of corporate indebtedness as required.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To make and enter into all contracts and do everything else necessary, suitable and proper for the accomplishment, furtherance or attainment of any one or all of the aforesaid objects and purposes.

Prepared by: Eduardo Riusech FBN-365092

10030 SW 40th St # B

Miami FL 33165 (305) 222-0000

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The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers and conferred by the laws of the State of Florida and the enumeration in these articles of specific powers and object shall not be held to limit, restrict in any manner, the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms or individuals.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation authorized to have outstanding at any time is One Hundred (100) Shares of common stock, having a nominal or par value of \$1.00 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial office address is hereby designated to be 9240 S.W. 75th Street, Miami, Florida 33173. The Corporation may change its office address or registered agent pursuant to the provisions of Section 607.037 Florida Statutes.

ARTICLE VII - REGISTERED AGENT

The registered agent of the Corporation shall be LISETTE MEDINA, 7460 S.W. 93rd Avenue, Miami, Florida 33173.

ARTICLE VIII - MANAGEMENT BY SHAREHOLDERS

The business of the Corporation shall be managed by its shareholders rather than by a Board of Directors. That by reason of such election the stockholders of this corporation shall be deemed Directors of this corporation. Any action of the Shareholders may be taken without a meeting, in accordance with the provisions of Section 607.394, Florida Statutes. The Shareholders of this corporation be, and they are, hereby empowered and authorized to exercise corporate powers designed to the Board of Directors, pursuant to Section 607.111, Florida Statutes, and that in addition to those powers enumerated under Section 607.111 Florida Statutes, the Shareholders are authorized and empowered to the following additional acts:

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- a) Manage the business of the corporation;
- b) Declare and pay any dividends or division of profits of the corporation;
- c) Designate who shall be officers or directors, or both of the corporation;

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- d) Impose and establish restrictions or transfers of stock and the terms and conditions thereof;
 - e) Establish and determine voting requirements, including the requirement of unanimous voting of Shareholders or directors;
 - f) Establish terms and conditions of employment of Shareholders by the corporation;
 - g) Provide for arbitration and the terms and conditions of arbitration, of issues as to which the Shareholders are deadlocked in voting power or as to which the directors are deadlocked and the Shareholders are unable to break the deadlock; and
 - h) To embody the foregoing items (a) through (g) inclusive,
- in the By-Laws of the Corporation, or in a side agreement in writing, in accordance with Chapter 607, Florida Statutes.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator or the corporation's subscriber to this certificate of incorporation is LISETTE MEDINA, 7460 S.W. 93rd Avenue, Miami, Florida 33173.

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ARTICLE X - OFFICERS

The number of officers constituting the initial officers of the corporation shall be one. The number of officers may be increased or decreased from time to time by the By-Laws adopted by the stockholders. The names and addresses of the individuals serving as the initial officers are:

<u>Lisette Medina</u>	President
<u>7460 S.W. 93rd Avenue, Miami, FL 33173</u>	
<u>Esperanza Rodriguez</u>	Treasurer
<u>9240 S.W. 75th Street, Miami, FL 33173</u>	
<u>M. Teresita Anderson</u>	Secretary
<u>9240 S.W. 75th Street, Miami, FL 33173</u>	

Every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, imposed upon and reasonably incurred by him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being having an Officer at the time such expenses and liabilities are

imposed or incurred, except such cases in which the Officer seeking indemnification is adjudged guilty or willful misconduct or gross negligence, provided that if any claim for reimbursement or indemnification hereunder is based upon a settlement by the Officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Management by Shareholders approves such settlement as being in the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such Officer may be entitled.

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ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in manner provided by law. Every amendment shall be approved by the Management of Shareholders, proposed by them to the Stockholder, and approved at a Stockholder's meeting by a majority of stock entitled to vote thereon, unless all the officers and stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

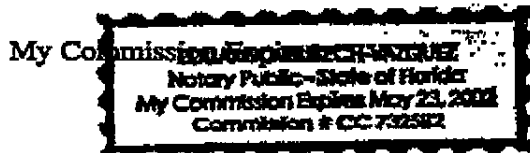
IN WITNESS WHEREOF, the Subscriber hereto set his hand and seal this 10 day of December, 1998.


LISETTE MEDINA
Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **LISETTE MEDINA**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and seal at Miami, Dade County, Florida on this 10 day of December, 1998.




NOTARY PUBLIC, State of Florida

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: TLC 3, 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 State of Florida, has named LISETTE MEDINA, of 7460 S.W. 93rd Avenue, Miami, Florida 33173 as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT).

Having been named to accept service of process on the above stated corporation, at place designated in this certificate- I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY 
LISETTE MEDINA
Resident Agent

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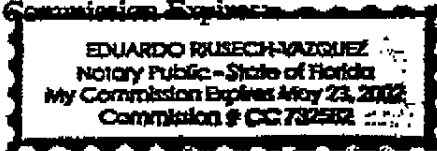
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared LISETTE MEDINA, to me well known to be the person described in and who executed the foregoing CERTIFICATE OF REGISTERED AGENT, and he acknowledged before me that he executed the same.

WITNESS, my hand and official seal at Miami, Dade County, Florida on this 10 day of December, 1998.

Eduardo Rusech-Vazquez
NOTARY PUBLIC, State of Florida

My Commission Expires



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TALLAHASSEE, FLORIDA

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