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December 15, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Fla. 32314

500002718615--9
-12/22/98--01030--009
****122.50 *****78.75

RE: Incorporation of RUBIO ENTERPRISES, INC., a Florida corporation

Gentlemen:

The undersigned attorney represents Rubio Enterprises, Inc., a Florida corporation to be formed.

I am herewith enclosing original and copy of the proposed Articles of Incorporation of the above-named corporation.

I am also enclosing my check made payable to the Secretary of State in the sum of \$122.50 and which sum represents the cost of filing the Articles and returning a certified copy to my office.

Please review the enclosed Articles of Incorporation and if they meet with your approval, please file and return the certified copy directly to my office with the appropriate certificate acknowledging the filing of the Articles.

If you have any questions, please contact my office.

EXARON

JAN - 7 1999

Very truly yours,

[Signature]
SHELDON R. ROSENTHAL

SRR/tr
Enclosures

W98-28962
DEC 22 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 28, 1998

SHELDON R. ROSENTHAL, ESQ.
25 WEST FLAGLER ST., STE. 1040
MIAMI, FL 33130

SUBJECT: RUBIO ENTERPRISES, INC.
Ref. Number: W98000028962

We have received your document for RUBIO ENTERPRISES, INC. and your check(s) totaling \$122.50. 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) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 898A00060667

Articles of Incorporation
of
J. RUBIO LEASING CORP.

FILED
99 JAN -7 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, do hereby associate myself together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE 1 - NAME

The name of the Corporation shall be:

J. RUBIO LEASING CORP.
a Florida Corporation

ARTICLE 11 - PURPOSE

A. To carry on and engage in the purchase, sale, lease, rental, repair and rehabilitation and to otherwise deal in all types of real and personal property of whatsoever type, kind or description; and to perform all other acts which may be necessary or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE 111 - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:
FIFTY (50) Shares of Common Stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

3200 South State Road 7 (441), Miramar, Florida 33023

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be **JOE RUBIO**, and the Registered Office shall be located at: 3200 South State Road 7 (441), Miramar, Florida 33023, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Joe Rubio	President & Secretary	3200 South State Road 7 (441) Miramar, Florida 33023
Marcos A. Mirabal, Sr.	Vice President	3200 South State Road 7 (441) Miramar, Florida 33023
Marcos A. Mirabal, Jr.	Treasurer	3200 South State Road 7 (441) Miramar, Florida 33023

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of at least one (1), but not more than three (3) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joe Rubio	3200 South State Road 7 (441) Miramar, Florida 33023
Marcos A. Mirabal, Sr.	3200 South State Road 7 (441) Miramar, Florida 33023

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Joe Rubio	3200 South State Road 7 (441) Miramar, Florida 33023	50	\$500.00
Marcos A. Mirabal, Jr.	3200 South State Road 7 (441) Miramar, Florida 33023	-0-	-0-
Marcos A. Mirabal, Sr.	3200 South State Road 7 (441) Miramar, Florida 33023	-0-	-0-

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTOR

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation.

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CERTIFICATE ACCEPTING DESIGNATION

AS REGISTERED AGENT

FILED
99 JAN -7 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of

J. RUBIO LEASING CORP., a Florida Corporation, and agree to serve as it Registered

Agent, to accept service of process within the State at its Registered Office located at:

3200 South State Road 7 (441), Miramar, Florida 33023.



JOE RUBIO
REGISTERED AGENT