

P9900003885

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.
(((H99000000994 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : BERMAN WOLFE & RENNERT, P.A.
Account Number : 076103002011
Phone : (305) 577-4166 4177 EXT. 4161
Fax Number : (305) 373-6036

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 5:26

FLORIDA PROFIT CORPORATION OR P.A.

BECHERT CORPORATION

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

1-13
WS

((H9900000994 6))

**ARTICLES OF INCORPORATION
OF
BECHERT CORPORATION**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**Article I
NAME**

The name of the corporation is **BECHERT CORPORATION.**

**Article II
DURATION**

This corporation shall exist perpetually.

**Article III
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and initial mailing address of the corporation is 1401 Brickell Avenue, Suite 332, Miami, Florida 33131.

Prepared By and Return to:
Shamira Klein, Esquire, FBN 0099589
BERMAN WOLFE & RENNERT, P.A.
100 S.E. Second Street, Suite 3500
Miami, Florida 33131-2130
(305) 577-4176

((H9900000994 6))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 5:26

((H99000000994 6))

Article V
CAPITAL STOCK

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having one dollar (\$1.00) par value.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Berman Wolfe & Rennert, P.A., NationsBank Tower at International Place, 100 Southeast Second Street, Suite 3500, Miami, FL 33131-2130 and the name of the initial registered agent of this corporation at that address is Shamira Klein, Esq.

Article VII
DIRECTORS

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address(es) of the member(s) of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Nicolas Topiol	151 Crandon Boulevard, Unit 141 Key Biscayne, Florida 33149
Shamira Klein	151 Crandon Boulevard, Unit 141 Key Biscayne, Florida 33149

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

((H99000000994 6))

((H99000000994 6))

Article VIII
INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

Article IX
BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

Article X
INCORPORATOR

The name and street address of the incorporator of this corporation is:

Shamira Klein, Esq.
c/o Berman Wolfe & Rennert, P.A.
NationsBank Tower at International Place
100 Southeast Second Street, Suite 3500
Miami, Florida 33131-2130


((H99000000994 6))

((H99000000994 6))

Article XI
AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles on January 13, 1999.



Shamira Klein, Esq., Incorporator

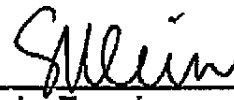
((H99000000994 6))

(((H99000000994 6)))

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

BECHERT CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Shamira Klein, Esq., located at NationsBank Tower at International Place, 100 Southeast Second Street, Suite 3500, Miami, FL 33131-2130, as its agent to accept service of process within Florida.



Shamira Klein, Esq., Incorporator

Dated: January 13, 1999

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Shamira Klein, Esq., Registered Agent

Dated: January 13, 1999

C:\WINDOWS\TEMP\A01.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 5:26

(((H99000000994 6)))