

Division of Corporations

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P 99 00008328

Florida Department of State
Division of Corporations
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From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
Phone : (305) 358-5900
Fax Number : (305) 358-4842

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FLORIDA PROFIT CORPORATION OR P.A.

de la Cruz Companies, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 27, 1999

MURAI, WALD, BIONDO, MORENO, P.A.

SUBJECT: DE LA CRUZ COMPANIES, INC.
REF: W99000002101

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE NOTE ARTICLE X STATES THE CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY, HOWEVER YOU ONLY LISTED ONE.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

FAX Aud. #: H99000001929
Letter Number: 699A00003730

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

de la Cruz Companies, Inc.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is de la Cruz Companies, Inc.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III
NATURE OF BUSINESS

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

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder

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PREPARED BY:

M. CRISTINA MORENO, ESQ.
MURAI WALD BIONDO & MORENO, P.A.
25 S.E. 2ND AVE., #900, MIAMI, FL 33131
(305) 358-5900
FLORIDA BAR NO. 259721

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approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai Wald Biondo & Moreno, P.A. The Principal Office and/or mailing address will be the same as the Registered Office.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Murai Wald Biondo & Moreno, P.A., 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131.

ARTICLE VII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

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ARTICLE X
INITIAL BOARD OF DIRECTORS

The corporation shall have ~~one~~ director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and street address of the initial director is:

Carlos M. de la Cruz, Sr.
c/o Murai Wald Biondo & Moreno, P.A.
25 S.E 2nd Avenue, Suite 900
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of January, 1999.

MURAI WALD BIONDO & MORENO, P.A.

By:

M. Cristina Moreno
Incorporator

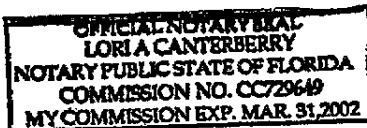
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 25th day of January, 1999 by M. CRISTINA MORENO who ☒ personally known to me or () has produced n/a as identification and () did/ () did not take an oath.

NOTARY PUBLIC

Lori A. Canterberry
Print Name: Lori A. Canterberry

My Commission Expires:



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CERTIFICATE OF REGISTERED AGENT
OF
de la Cruz Companies, Inc.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That de la Cruz Companies, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named MURAI WALD BIONDO & MORENO, P.A., as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 25TH day of January, 1999.

MURAI, WALD, BIONDO
& MORENO, P.A.

By: 

Name: M. Cristina Moreno
Title: Vice President

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