

P990000017539

## 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.**

(((H99000004460 4)))

**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 : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

99 FEB 24 AM 9:39  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

METAL FRAME GROUP OF FLORIDA INC.

Certificate of Status	0
Certified Copy	1
Page Count	08 (9)
Estimated Charge	\$78.75

BM 2/24/99



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 24, 1999

EMPIRE

SUBJECT: METAL FRAME GROUP OF FLORIDA, INC.  
REF: W99000004561

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.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H99000004460  
Letter Number: 399A00008450

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

305 541 3770 P.01/09

EMPIRE CORP

FEB-24-1999 09:10

(12)  
H99000004460

ARTICLES OF INCORPORATION

OF

METAL FRAME GROUP OF FLORIDA INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby associate himself (themselves) to form a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: METAL FRAME GROUP OF FLORIDA INC

ARTICLE II

PURPOSES

The general nature of the business to be transacted by this corporation are: The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be SEVEN THOUSAND FOUR HUNDRED & 00/100 (\$7,400.00) dollars represented by seven hundred forty (740) shares of TEN & 00/100 (\$10.00) dollars each.

This stock shall have full voting rights, preemptive privileges, noncumulative as to dividends, and shall be issued fully paid and non-assessable.

M. Jorge Areces, P.A.  
780 NW LeJone Road #318  
Miami, FL 33126  
#305 442 2283  
FBN-796514

H99000004460

FILED

99 FEB 24 AM 9:39

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H99000004460

The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation without first giving the right of purchase for TWENTY (20) days to the corporation at the book value of the stock, and thereafter for TEN (10) days to any stockholder of record, at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### ARTICLE IV

##### INITIAL CAPITAL

The amount of capital with which this corporation will begin business is: SIX HUNDRED DOLLARS (\$600.00)

#### ARTICLE V

##### TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI

##### DIRECTORS

This corporation shall have four(4) Director(s) initially. The number of Directors may be increased at times by vote of the stockholders as the By-Laws direct.

H99000004460

H99000004460

ARTICLE VII

INITIAL DIRECTORS

The name(s) and street address(es) of the member(s) of the First Board of Directors of the corporation is (are) as follows: Juan M. Leon del Valle, 13030 S.W. 4 Street, Miami, Fla. 33184; Orlando Pimienta, 7010 S.W. 106 Place, Miami, Fla. 33123; Jesus Villaraus, 2323 Van Buren Street, Suite 105, Hollywood, Fla. 33020; Felipe J. Villaraus, 8285 S.W. 47 Terr. Miami, Fla. 33155

ARTICLE VIII

SUBSCRIBERS

The name(s) and street address(es) of the subscriber(s) of these Articles of Incorporation is (are) as follows: Juan M. Leon del Valle, 13030 S.W. 4 St. Miami, Fla. 33184; Orlando Pimienta, 7010 SW 106 Pl. Miami, Fla. 33123; Jesus Villaraus, 2323 Van Buren St. Suite 105, Hollywood, Fla. 33020; Felipe J. Villaraus, 8285 S.W. 47 Terr. Miami, Fla. 33155.

ARTICLE IX

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 8285 S.W. 47 Terr. Miami Florida, 33155

The Board of Directors may from time to time move the principal office to any other address.

ARTICLE X

BY-LAWS

The Board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

H99000004460

H99000004460

ARTICLE XI

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation; association, persons or firms, in the absence of fraud, shall be invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or transaction, and no Director or Officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the corporation may vote on any contract or other transaction between the corporation and any subsidiary, controlled, affiliated or other corporation, association, or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors by any such Director may be counted in order to determine the presence of quorum.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

In order to induce persons to serve as Officers and Directors of the corporation, and its subsidiaries and affiliates, if any, the corporation, shall indemnify and hold harmless each person from and against any and all claims, liabilities and expenses to which any such persons

H99000004460

H99000004460

may be subjected by reason of having been a Director or Officer, and in accordance with the foregoing, the corporation shall reimburse or otherwise hold any such person harmless from all expenses reasonably incurred, including legal expenses in defending claims based on alleged acts or omissions of such person while acting as an Officer or Director of the corporation, provided, however, that no such person shall be indemnified against or reimbursed any expenses incurred in defending any claim if it is determined that such person has been derelict of his duties as Director or Officer of the corporation. The foregoing rights of indemnification shall be in addition to all other similar rights to which such persons may be entitled by law, the By-Laws or by resolution adopted by the Board of Directors or the stockholders.

ARTICLE XIII

REGISTERED AGENT

FELIPE J. VILLARAUS

ARTICLE XIV

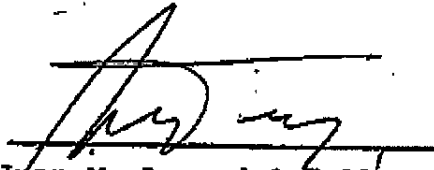
AMENDMENT

These Articles of Incorporation may be amended. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by majority of the stockholders entitled to vote thereon.

H99000004460


H99000004460

IN WITNESS WHEREOF, I the undersigned, being the original subscriber(s) to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this day of February 19, 1999

  
Juan M. Leon del Valle

  
Orlando Pimienta

  
Jesus Villaraus

  
Felipe J. Villaraus

H99000004460



H99000004460

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: METAL FRAME GROUP OF FLORIDA INC.
2. The name and address of the registered agent and office is: Felipe J. Villaraus; 8285 S.W. 47 Terr. Miami, Fla. 33155

SIGNATURE 

(Corporate Officer)

TITLE: SECRETARY

DATE: February 19, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

Registered Agent

DATE: February 19, 1999

REGISTERED AGENT FILING FEE

FILED

99 FEB 24 AM 9:39

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H99000004460