

Division of Corporations

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P99000020504

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

EFFECTIVE DATE
3-3-99

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FILED**FLORIDA PROFIT CORPORATION OR P.A.****Michelena, Inc.**

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ARTICLES OF INCORPORATION
OF

MICHELENA, INC. ^{EFFECTIVE DATE} 3.3.99

ARTICLE I - NAME

The name of this corporation is MICHELENA, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on March 3, 1999; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$1.00	Common

This instrument prepared by:
Fredric A. Hoffman, Esquire
Florida Bar No. 206083
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

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ARTICLE V - OFFICERS

The initial officers of the Corporation shall be:

President	Juan Antonio Michelena
Vice President	Teresita Michelena
Secretary	Teresita Michelena
Treasurer	Juan Antonio Michelena

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at 800 Harbor Drive, Key Biscayne, Florida 33149. The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Juan Antonio Michelena

STREET ADDRESS OF
REGISTERED OFFICE

800 Harbor Drive
Key Biscayne, Florida 33149

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial directors of this corporation are:

DIRECTOR

Juan Antonio Michelena

Teresita Michelena

ADDRESS

800 Harbor Drive
Key Biscayne, Florida 33149

800 Harbor Drive
Key Biscayne, Florida 33149

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

NAME

ADDRESS

Juan Antonio Michelena

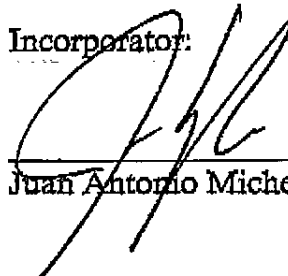
800 Harbor Drive
Key Biscayne, Florida 33149

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

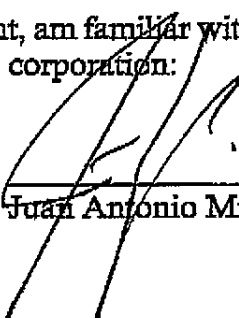
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 day of March, 1999.

Incorporator:



Juan Antonio Michelena

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:



Juan Antonio Michelena

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