

P99000003/052

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DERESTOVA LTD CO.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 APR -5 PM 3:18

FILED

W99-7731

750

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 31, 1999

LAZARUS

MIAMI, FL

SUBJECT: DEREJTOVA LTD. CO.  
Ref. Number: W99000007731

We have received your document for DEREJTOVA LTD. CO.. However, the document has not been filed and is being returned for the following:

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

THE USE OF THE WORD OR ABBREVIATION \* LIMITED OR LTD.\*\*\* IN CONJUNCTION WITH THE SUFFIX CO. (COMPANY) IS NOT ACCEPTABLE. THIS CAN ONLY BE USE WHEN FILING A LIMITED LIABILITY COMPANY. PLEASE REMOVE THE LTD. FROM NAME OR USE A DIFFERENT SUFFIX. IF NEW SUFFIX IS USED, PLEASE SPELLED OUT THE WORD LIMITED.

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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 199A00016308

99 APR -1 PM 2:52  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

RECEIVED  
99 APR -5 PM 2:58

April 1, 1999

LAZARUS

MIAMI, FL

SUBJECT: DEREJTOVA LIMITED CO.  
Ref. Number: W99000007731

We have received your document for DEREJTOVA LIMITED CO.. However, the document has not been filed and is being returned for the following:

You CAN NOT USE LIMITED AND CO (COMPANY) TOGETHER, unless this is a LIMITED LIABILITY COMPANY. Please delete CO. and use another suffix OR delete the word limited.

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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 399A00016682

ARTICLES OF INCORPORATION  
OF

DEREJTOVA , INC.

FILED  
99 APR -5 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is:

DEREJTOVA , INC.

ARTICLE TWO

The principal office of the corporation shall be located at:

1349 WASHINGTON AVE.  
MIAMI BEACH. FL. 33139

Other offices for the transaction of business may be located wherever the Directors may deem necessary of expedient.

ARTICLE THREE

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

#### ARTICLE FOUR

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE FIVE

The corporation shall have one director initially. However, the number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws.

The name and address of the initial directors are:

NAME	ADDRESS
VINCENZO ROMANELLO	1349 WASHINGTON AVE., MIAMI BEACH. FL.

#### ARTICLE SIX

The name and address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
VINCENZO ROMANELLO	1349 WASHINGTON AVE., MIAMI BEACH. FL.

## ARTICLE SEVEN

The name and street address of the initial registered agent and office of this corporation is:

NAME	ADDRESS
VINCENZO ROMANELLO	1349 WASHINGTON AVE. MIAMI BEACH. FL.

## ARTICLE EIGHT

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of the corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued, unless otherwise provided by the By-Laws of the corporation. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by the law.

## ARTICLE NINE

The number of shares the corporation is authorized to issue is 100 shares, which shall be common stock of \$ 5.00, par value, each.

## ARTICLE TEN

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

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99 APR -5 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### ARTICLE ELEVEN

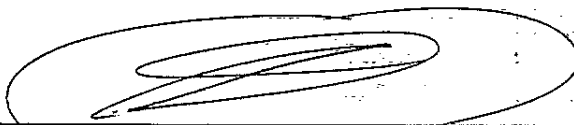
The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporator set my hand and affixed my seal on this  
29 day of MARCH, 1999



VINCENZO ROMANELLO

Having been named as resident agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505 Florida Statutes.



VINCENZO ROMANELLO