

# P990000034772

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

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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ALLAHASSEE FLORIDA

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## FLORIDA PROFIT CORPORATION OR P.A.

A30+J, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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B. McKnight APR 15 1999

**ARTICLES OF INCORPORATION**  
**Of**  
**A<sup>3</sup>O+J, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is: *A<sup>3</sup>O+J, Inc.*

The principal place of business and mailing address of this corporation shall be:

*3109 Grand Avenue, Suite 273*  
*Miami, Florida 33133*

**ARTICLE II**  
**SHARES**

The total number of shares, which the corporation shall have authority to issue, is *10,000* shares with a par value of *\$1.00* per share.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address are:

*José R. Puig, Esq.*  
*Law Offices of José R. Puig, P.A.*  
*600 Brickell Avenue, Suite 200*  
*Miami-Dade County*  
*Miami, Florida 33131*

Prepared By: JOSE R. PUIG  
600 Brickell Ave.  
Suite No. 200  
Miami, Florida 33131  
Phone# (305)-577-0047

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**ARTICLE IV  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE V  
DIRECTORS & OFFICERS**

The names and addresses of the persons constituting the initial board of directors are:

*Director / President*  
*Olav Smit*  
*3109 Grand Avenue, Suite 273*  
*Miami, FL 33133*

*Director / Vice President*  
*Jose R. Puig, Esq.*  
*600 Brickell Avenue, Suite 200*  
*Miami, Florida 33131*

*Director / Vice President*  
*Alfredo Franco*  
*2431 SW 28 Street*  
*Miami, FL 33133*

*Director / Secretary*  
*Alan Albelo*  
*1208 S. Douglas Road, #3*  
*Coral Gables, FL 33134*

*Director / Treasurer*  
*Alfredo Mesa*  
*2721 SW 33 Avenue*  
*Miami, FL 33133*

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VI  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally



liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemption, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. The President shall execute all instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate. The President may execute all other instruments executed by the corporation, including a release of mortgage or lien. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

**Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



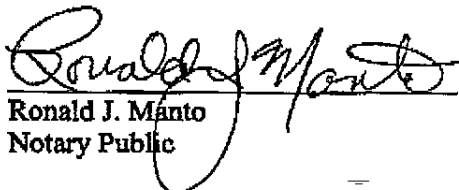
Jose R. Puig, Esq., Incorporator  
600 Brickell Avenue, Suite 200  
Miami, Florida 33131

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

Subscribed and sworn to (or affirmed) before me this 14 day of April, 1999.



Ronald J. Manto  
Commission # CC 790919  
Expires DEC. 28, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.



Ronald J. Manto  
Notary Public



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of F.S. 607.0501, 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 A<sup>3</sup>O+J Inc.
2. The name of the registered agent is Jose R. Puig, Esq.
3. The address of the registered agent/registered office is 600 Brickell Avenue, Suite 200, Miami, Florida 33131.

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above corporation, 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.



JOSE R. PUIG, ESQ.

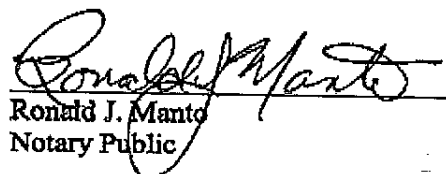
Date: 14<sup>th</sup> day of April, 1999

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

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