

P990000 37899



ACCOUNT NO. : 072100000032

REFERENCE : 217478 85437A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 26, 1999

ORDER TIME : 12:53 PM

ORDER NO. : 217478-005

CUSTOMER NO: 85437A

CUSTOMER: Ms. Esther Stark  
SMITH & SUPRASKI, P.A.  
SMITH & SUPRASKI, P.A.  
Second Floor  
2450 N.e. Miami Gardens Drive  
Miami, FL 33180

900002851919--8  
-04/26/99--01107--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: BAIRES CORP.

EFFECTIVE DATE:

EFFECTIVE DATE  
4-22-99

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS

FILED

99 APR 26 AM 10:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

99 APR 26 PM 1:42

DIVISION OF CORPORATIONS

Dmc  
4/27/99

LAW OFFICES  
**SMITH & SUPRASKI**  
PROFESSIONAL ASSOCIATION  
2450 N.E. MIAMI GARDENS DRIVE (186TH STREET)  
SECOND FLOOR  
NORTH MIAMI BEACH, FLORIDA 33180

JOSE SMITH  
ATTORNEY AT LAW  
LOUIS A. SUPRASKI  
BOARD CERTIFIED  
REAL ESTATE LAWYER

STEVEN H. ROTHSTEIN  
ATTORNEY AT LAW  
MARK S. WEINBERG  
ATTORNEY AT LAW

TELEPHONE  
(305) 792-0060  
FAX  
(305) 792-0061

April 23, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **BAIRES CORP.**

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporation, along with our office account check in the amount of \$78.75 representing the filing fee.

Thank you for your assistance in this matter.

Very truly yours,



Esther Stark  
Secretary

es  
Enclosures

ARTICLES OF INCORPORATION

OF

BAIRES CORP.

FILED  
99 APR 26 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

NAME

EFFECTIVE DATE  
4-22-99

The name of this corporation is: **BAIRES CORP.** The principal place of business of this corporation shall be at 1424 Collins Avenue, Miami Beach, Florida 33139.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

ARTICLE IV

CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V

VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI  
DIRECTOR(S)

The number of director(s) of the corporation shall be not less than two nor more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Jose Tenenbaum	1424 Collins Avenue, Miami Beach, FL 33139
Leon Tenenbaum	1424 Collins Avenue, Miami Beach, FL 33139
German Alexis Previsdomini	1424 Collins Avenue, Miami Beach, FL 33139
Viviana Elizabeth Tenenbaum	1424 Collins Avenue, Miami Beach, FL 33139
Graciela Fandiño	1424 Collins Avenue, Miami Beach, FL 33139
Clara Moscovich	1424 Collins Avenue, Miami Beach, FL 33139
Gustavo Marcelo Tenenbaum	1424 Collins Avenue, Miami Beach, FL 33139

ARTICLE VII  
DURATION

The corporation shall have a perpetual existence.

ARTICLE VIII  
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Gustavo Marcelo Tenenbaum	1424 Collins Avenue Miami Beach, FL 33139	President
Guillermo Julian Donaire	1424 Collins Avenue Miami Beach, FL 33139	Vice President
Karina Tenenbaum	1424 Collins Avenue Miami Beach, FL 33139	Treasurer Secretary

ARTICLE IX  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X  
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI  
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Esq., 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

ARTICLE XII  
INCORPORATOR

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

NAME

ADDRESS

Gustavo Marcelo Tenenbaum

1424 Collins Avenue  
Miami Beach, FL 33139

ARTICLE XIII  
INDEMNIFICATION

The incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

ARTICLE XIV  
EFFECTIVE DATE

The Effective Date of this Corporation which is the date that the corporation's existence commences is April 22, 1999. Dated this 23 day of APRIL, 1999.

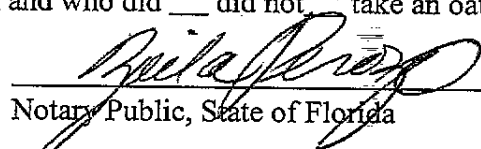
  
GUSTAVO MARCELO TENENBAUM

STATE OF FLORIDA

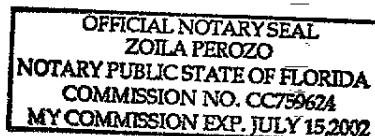
COUNTY OF MIAMI-DADE

} ss:

The foregoing instrument was acknowledged before me this 23 day of APRIL, 1999, by GUSTAVO MARCELO TENENBAUM, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did \_\_\_\_\_ did not \_\_\_\_\_ take an oath.

  
Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM, PROCESS MAY BE SERVED**

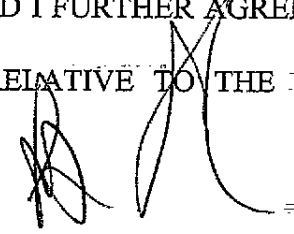
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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- THAT **BAIRES CORP**, DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS  
LOCATED AT 1424 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33139, HEREBY NAMES  
LOUIS A. SUPRASKI, ESQ., 2450 N.E. MIAMI GARDENS DRIVE, SECOND FLOOR, NORTH  
MIAMI BEACH, FLORIDA 33180, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA.

  
GUSTAVO MARCELO TENENBAUM

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

  
LOUIS A. SUPRASKI, ESQ.  
REGISTERED AGENT  
DATED: 4-23-99