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**FLORIDA PROFIT CORPORATION OR P.A.**

**MEDINA FLOORING, CORP.**

Certificate of Status	0
Certified Copy	1
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B. McKnight APR 29 1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 29, 1999

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SUBJECT: MEDINA FLOORING, CORP.  
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**ARTICLES OF INCORPORATION  
OF  
MEDINA FLOORING, CORP.**

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The undersigned subscriber to these Articles Incorporation, each a natural person, domestic or foreign corporation, partnership or association, competent to contract, hereby associates themselves together to form a corporation under the Laws of Florida.

**ARTICLE I. NAME**

The name under which this corporation will conduct its business, be know, and recognized is;  
**MEDINA FLOORING, CORP.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be: **CARPET INSTALLATION, SALES CARPET, AND CARPET SUPPLIES**

Any and all activities permitted under the laws of the State of Florida and the United States of America.

**ARTICLE III. CAPITAL STOCK**

The maximum number and class of shares of stock that this Corporation is authorized to have outstanding any one time are One hundred (100) Shares a US\$1.00 par value.

Stock (including treasure shares) may be paid for by cash or other property, tangible or intangible, or by labor or service actually performed for the corporation, Neither promissory notes nor future services shall constitute payment for the issuance of shares.

All the aforementioned stocks to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasure shares or convertible securities

**PREPARED BY:** Milady R. Pinedo - Accounting  
420 N.E. 91 Street, Miami Shores, Fl. 33138  
(305) 649.5757

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**ARTICLE IV - TERM OF EXISTENCE**

**This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.**

**ARTICLE V - ADDRESS**

**The initial place of business address of this corporation in the State of Florida is: 1925 EAST 4<sup>TH</sup> AVENUE LOCAL NO. 4,  
HIALEAH, FL. 33010**

**The registered office address for this corporation in the State of Florida will be: 420 NE. 91st ST., Miami Shores FL. 33138  
Its registered agent:**

**Milady R. Pinedo**

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

**ARTICLE VI - SHAREHOLDER**

**Shareholders' meetings will take place once a year or within the geographical boundaries of the State of Florida.**

**A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in not event shall a quorum consist of less than on third of the shares entitled to vote at the meeting.**

**Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may best such responsibilities on the board of Directors.**

**ARTICLE VII - DIRECTORS**

**This Corporation shall have one Director initially.**

**The number of directors may be increased or decreased from time to time in such manner as may be prescribe by the by-laws, but shall never be less than one (1).**

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The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officers of the corporation, an any person who serves at the request of this corporation, as a director or officer of the corporation, an any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which each person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any directors of the corporation are pecuniary or otherwise interested in, or are director individually, or any firm of which any directors or officers of, such other corporation; any director may be a member, may be party to, or may peculiarly or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such contract or transaction of the corporation, provide that the fact that he or such firm so interested shall be disclosed or shall have been know to the Board of Directors or such members there of as shall be present at any meeting of the Board at which action upon any such contract transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is no interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not son interested.

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**ARTICLE VIII - INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors is:

NAME	ADDRESS
Jose F. Medina      President      100% Stock	26 East 13 <sup>th</sup> street Hialeah, Fl. 33010

**ARTICLE IX - SUBSCRIBER**

The name and post office address of subscriber of the articles of Incorporation is:

Name	Address
Jose F. Medina	26 East 13 <sup>th</sup> Street Hialeah, Fl. 33010

  
\_\_\_\_\_  
**JOSE F. MEDINA**  
**INCORPORATOR**

**ARTICLE X. AMENDMENT**

These Article of Incorporation may be amended in any or as many respects as may be desired, provided that the amendeede articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendement.

A charter amendment requieres the affirmative vote of the holders of a majority of the shares entitled to vote there on.

Restate articles of incorporation may be adopted, IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands an seals this April 20, 1999.

  
\_\_\_\_\_  
**JOSE F. MEDINA**  
**INCORPORATOR**

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

In pursuant to chapter 48.091 Florida States, the following is  
submitted, in compliance with said act: **MEDINA FLOORING, CORP.**

Desiring to organize under the laws  
of the State of Florida with its principal office as indicated in the  
Articles of Incorporation at City of Miami County of Dade State of  
Florida has named, Milady R. Pinedo located at 420 N.E. 91 Street  
, Miami Florida 33138 County of Dade, State Florida, as its agent  
to accept services of process within the State.

**ACKNOWLEDGMENT,**

Having been named to accept service of  
process for the above stated corporation, at place designated in  
this certificate, I hereby accept to act in this capacity, and agree to  
comply with the provision of said Act relative keeping open said  
office.

By:   
Resident Agent

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