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LAW OFFICES OF

Victor A. Careaga

ATTORNEY & COUNSELLOR AT LAW

VICTOR A. CAREAGA, ESQ.  
• LICENSED TO PRACTICE  
LAW IN THE STATE OF FLORIDA.  
• ADMITTED TO THE FEDERAL  
COURT FOR THE SOUTHERN DISTRICT  
OF THE STATE OF FLORIDA.

UNION PLANTERS BANK  
SUITE 200  
2151 LEJEUNE ROAD  
CORAL GABLES, FLORIDA 33134

TEL. (305) 441-7040  
FAX: (305) 441-6424

April 16, 1999

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Via Priority U.S. Mail.

Re: Articles of Incorporation of LASO MARSETTE  
CREATIVE CORP.

Dear Sir or Madam:

Enclosed please find proposed Articles of Incorporation for the above-captioned corporate entity, supporting registered agent designation, and our draft for \$61.25 covering the relevant filing fees.

Should the foregoing meet with your approval, please forward your Certificate of Incorporation and certified copies of the Articles at your earliest opportunity. We enclose a return, pre-paid federal express package for your convenience.

Thanking you for your prompt attention to this matter, I remain,

Very truly yours,

VICTOR A. CAREAGA, ESQ.

vac/  
encs.

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Dauzmis GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Money (more 17.50)  
DATE 4-27-99  
DOC. EXAM CB

FILED  
99 MAY -4 AM 8:49  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CB  
5-4-99

**ARTICLES OF INCORPORATION  
OF  
LASO MARSETTI CREATIVE CORP.**

**FILED**  
99 MAY -4 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: **LASO MARSETTI CREATIVE CORP.** The initial principal place of business of this corporation shall be 270 N.W. 86th Place, Miami, Florida 33126.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State.

**ARTICLE III. CAPITAL STOCK**

The initial number of shares of stock that this corporation is authorized to have outstanding at any one time 100 shares of common stock having a par value of \$1.00 each.

**ARTICLE IV. REGISTERED AGENT AND  
REGISTERED OFFICE**

The registered agent's office address shall be located at 2151 LeJeune Rd., Suite 200, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation is Victor A. Careaga, Esq.

## **ARTICLE V. TERMS OF EXISTENCE**

This corporation shall exist perpetually, unless sooner dissolved according to law.

## **ARTICLE VI. SPECIAL PROVISIONS**

It is the intent of the incorporator(s) that the corporation will qualify as a corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

## **ARTICLE VII. 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 successors are elected or appointed are, and their titles are:

Leonardo Laso	President.
4455 N.W. 73rd Ave.	
Bldg. 230 - Unit 14	
Miami, Florida 33166	

Patricia Marsetti	Vice-President, Secretary
4455 N.W. 73rd Ave.	and Treasurer.
Bldg. 230 - Unit 14	
Miami, Florida 33166	

## **ARTICLE VIII. DIRECTORS**

This corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

## **ARTICLE IX. INCORPORATORS**

The name and street address of the incorporator(s) to these Articles of Incorporation is(are):

Leonardo Laso
4455 N.W. 73rd Ave.
Bldg. 230 - Unit 14
Miami, Florida 33166

## **ARTICLE X. SUBSCRIBERS**

The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take are as follows:

Leonardo Laso	21.
4455 N.W. 73rd Ave.	
Bldg. 230 - Unit 14	
Miami, Florida 33166	

Patricia Marsetti	79
4455 N.W. 73rd Ave.	
Bldg. 230 - Unit 14	
Miami, Florida 33166	

## **ARTICLE XI. STOCKHOLDERS' MEETING(S)**

The time and place of the annual stockholder's meeting shall be fixed and prescribed for in the bylaws and notice of same shall be given in one of the methods within or without the State. Any stockholder may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

## **ARTICLE XII. OFFICERS**

The officers of this corporation shall be a President, Vice-President, and such other officers and agents as may be necessary. All Officers and Agents, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the bylaws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner or as hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

### ARTICLE XIII. POWERS

This corporation shall have the following powers:

A. To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed, affixed, or any other manner reproduced.

B. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in, and with real or personal property or any interest therein wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.

D. To lend money and use credit to assist the officers and employees in accordance with Florida Statute 607.141.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, other domestic or foreign corporations, associate partnerships, or individuals, or direct or indirect obligations of the United States or of any other Government, State, Territory, Governmental District, or Municipality, or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payments of the funds

so loaned or invested.

H. To conduct its business, carry on the operations and have offices and exercise the powers granted by Florida Statutes 607, within or without the State.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the bylaws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or for educational purposes.

L. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any and all of the directors, officers and employees of its subsidiaries.

N. To act as counsel, agent, promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to effect the purposes of this corporation.

**IN WITNESS WHEREOF**, the undersigned (have)(has) hereunto set their(his) hand(s) and seal(s) this 1 day of April, 1999.

  
**LEONARDO LASO**

**BEFORE ME**, the undersigned authority appeared the above-named individual, who has acknowledged the foregoing Articles of Incorporation and have signed and executed same for the purposes set forth therein and under no duress and/or undue influence.

Produced Identification HC# 170388055-7

NOTARY PUBLIC, State of Florida At Large

Gerardo Melendez  
★ My Commission CC670579  
Expires August 10, 2001

ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT


I **HEREBY** am familiar with and accept the duties and responsibilities as  
Registered Agent for **LASO MARSETTI CREATIVE CORP.**

  
\_\_\_\_\_  
**VICTOR A. CAREAGA, ESQ.**

STATE OF FLORIDA )  
                              ) SS  
COUNTY OF DADE )

**BEFORE ME**, the undersigned authority, personally appeared \_\_\_\_\_,  
\_\_\_\_\_ who, after being duly sworn say that they have read the  
foregoing designation and have signed and executed the same for the purposes set forth  
therein.

**SWORN AND SUBSCRIBED** before me by this 01 day of April,  
1999.

Produced Identification \_\_\_\_\_  


\_\_\_\_\_  
Notary Public, State of Florida at Large

My commission expires:

artinc.doc



Garardo Melendez  
★ My Commission **CC870579**  
Expires August 10, 2001

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY -4 AM 8:49

**FILED**