

# P99000041554

Florida Department of State  
Division of Corporations  
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**To:**

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**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**PAPAYA NATION, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF

PAPAYA NATION, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I  
Name

The name of the corporation is PAPAYA NATION, INC., with offices at 1450 Brickell Bay Drive, # 711, MIAMI, FLORIDA 33130.

ARTICLE II  
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged except that if they are not filed by the Department of State or the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III  
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV  
Capital Stock

(a) Authorized Capital. The maximum number of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

Elena Moure-Domecq, Esq.  
Florida Bar No.: 0603340  
9260 Sunset Drive, #107  
Miami, Florida 33173  
(305) 595-2494

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(c) Cumulative Voting. Cumulative voting shall not be permitted.

**ARTICLE V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 9260 Sunset Drive, #107, MIAMI, FLORIDA 33173, and the name of the initial registered agent of this corporation at that address is Elena Moure-Domecq, Esq.

**ARTICLE VI**  
**Directors**

(a) Number. This corporation shall have 6 directors initially. The number of directors may be increased or diminished from time to time by laws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation.

Iliana Casanova 1450 Brickell Bay Drive, #711, MIAMI, FLORIDA  
Damian Gonzalez 1450 Brickell Bay Drive, #711, MIAMI, FLORIDA  
Elena M. Domecq 1450 Brickell Bay Drive, #711, MIAMI, FLORIDA  
Angela A. Valella 1450 Brickell Bay Drive, #711, MIAMI, FLORIDA  
Walter Mastrapa 1450 Brickell Bay Drive, #711, MIAMI, FLORIDA  
Roberto Montes de Oca 1450 Brickell Bay Drive, #711, MIAMI, FL.

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in an other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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ARTICLE VII  
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended, or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw s not subject to amendment or repeal by the directors.

ARTICLE VIII  
Incorporator

The name and street address of the incorporator of this corporation is:

Elena Moure-Domecq

9260 Sunset Drive, Suite 107  
Miami, Florida 33173

ARTICLE IX  
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 6 day of MAY, 1999.

  
Elena Moure-Domecq


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STATE OF FLORIDA:

COUNTY OF DADE :

The foregoing instrument was acknowledged before me this  
6th day of MAY, 1999.

  
Notary Public, State of Florida  
My commission expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

PAPAYA NATION, INC., desiring to organize or qualify under the laws of the State of Florida with it's principal place of business at the City of Miami, State of Florida, has named Elena Moure-Domecq, located at 9260 Sunset Drive, Suite 107, Miami, Florida 33173, as it's agent to accept service of process within Florida.

  
Elena Moure-Domecq  
Incorporator

Dated: 5-6-99

**ACCEPTANCE BY REGISTERED AGENT**

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.

  
Elena Moure-Domecq, Esq.  
Registered Agent

Dated: 5-6-99

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