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Law Offices of LIONEL BARNET, P.A.

LIONEL BARNET, ESQUIRE  
BARRY RESSLER, J.D.  
Legal Assistant

May 5, 1999

9100 So. Dadeland Blvd. #404  
Miami, Florida 33156  
Telephone (305) 670-7887  
Facsimile (305) 670-7891

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

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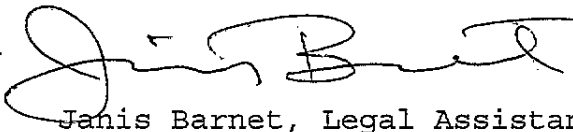
Enclosed please see Articles of Incorporation for Royal Foil and  
Transfer Company together with our check for \$ 122.50.

Kindly file and return.

Thank you

LIONEL BARNET, P.A.

By



Janis Barnet, Legal Assistant

/JB

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99 MAY -7 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. BROCK MAY 14 1999

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**Law Offices of LIONEL BARNET, P.A.**

LIONEL BARNET, ESQUIRE  
BARRY RESSLER, J.D.

Legal Assistant

May 12, 1999

9100 So. Dadeland Blvd. #404  
Miami, Florida 33156  
Telephone (305) 670-7887  
Facsimile (305) 670-7891

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attention: Barbara

Re: Articles of Incorporation for ROYAL FOIL & TRANSFER CO., INC.

Dear Barbara:

Pursuant to your request this date, please be advised that the company, ROYAL FOIL & TRANSFER CO., which is presently in an inactive status will not seek re-instatement, therefore allowing the use of the name, ROYAL FOIL & TRANSFER CO., INC. to be used for the new corporation.

Thank you for your attention to this matter.

Yours truly,



LIONEL BARNET, ESQUIRE

LB/jb

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**ROYAL FOIL and TRANSFER COMPANY, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**I. NAME**

The name of this corporation is:

**ROYAL FOIL and TRANSFER COMPANY, INC.**

**II. DURATION**

The period of its duration is perpetual.

**III. CAPITAL STOCK**

The corporation is authorized to issue Five Hundred shares, at one (\$1.00) dollar par value.

**IV. INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

Raul Yupanqui  
7929 NW 64th Street  
Miami, Florida 33166

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## **V. PURPOSE**

The general purpose for which the corporation is organized shall include any and all business for which corporation may be incorporated under F.S. Section 607, which is lawful under the laws of the State of Florida or the United States of America.

## **VI. INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than (1).

The name and address of the initial director of this corporation is:

Raul Yupanqui, President	11906 SW 123rd Avenue	Miami, FL 33186
Carlos Yupanqui, V.P. ,Secretary. & Treasurer	11906 SW 123rd Avenue	Miami, FL 33186

## **VII. INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Raul Yupanqui  
7929 SW 64th Street  
Miami, Florida 33166

## **VIII. BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

## **IX. INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### **X. INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **XI. AMENDMENT OF ARTICLES**

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

#### **XII. NON-RESIDENT DIRECTORS**

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

#### **XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix their compensation unless otherwise provided in these Articles of Incorporation or Bylaws.

#### **XIV. PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue

bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**XV. MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

Barry Ressler  
WITNESS BARRY RESSLER

Raul Yupanqui  
Incorporator

STATE OF FLORIDA       )  
                                      )       SS:  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared RAUL YUPANQUI well known to me and who is the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
5<sup>th</sup> day of MAY, 1999.

Lionel Barnet  
NOTARY PUBLIC  
OFFICIAL NOTARY SEAL  
LIONEL BARNET  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC77342  
MY COMMISSION EXP. SEPT 7, 2002

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That ROYAL FOIL & TRANSFER COMPANY, INC., desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of Incorporation, at City of Miami, County of Miami Dade, State of Florida, has named as its agent to accept service within this state, **RAUL YUPANQUI** located at **7929 NW 64th Street, Miami, Florida 33166**.

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 to keeping open said office.

  
**RAUL YUPANQUI Resident Agent**

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99 MAY -7 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA