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FLORIDA PROFIT CORPORATION OR P.A.**MILLENIA TECH, INC.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 18, 1999

FAS-T CORP.

SUBJECT: MILLENIA TECH, INC.
REF: W99000011562

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ARTICLES OF INCORPORATION

OF

MILLENNIA TECH., INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation shall be:

Millenia Tech., Inc.

The principal place of business of the corporation shall be:

782 NW 42nd Avenue, Suite 207, Miami, Fla. 33126

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ARTICLE II - Nature of Business

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

ARTICLE III - Capital Stock

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: **600 Shares of \$1.00 Per Share.**

Cont.-

Prepared by: Thomas Diaz
Address: P.O. Box 442703
Miami, Fla. 33144-7703
Phone: (305) 903-3784

Cont. Article III.-

The Corporation may issue its shares for property, labor or services after a determination of just valuation of said property, labor or services. The directors may fix such value provided, however, that at no time they may issue more than 100% percent of the shares of the Corporation for property, labor or services without first having obtained the approval of the shareholders.

ARTICLE IV - Preemptive Rights

Every shareholder, upon sale for cash of any stock of this corporation shall have the preemptive right, exercisable within 30 days after receipt of notice from the Corporation to such holders (and the Corporation shall be required to give such notice), to acquire on a prorated basis (according to the number of shares held by each holder and subject to adjustment to avoid the issue of fractional shares) any shares of any class of the Corporation hereafter issued or sold;; any warrants, options or other rights to subscribe for, purchase or otherwise acquire any such shares hereafter issued or sold, and any security convertible into or exchangeable for any such shares, but in each such case only at such price, and upon such terms and conditions, as may be determined from time to time by the Board of Directors of the Corporation.

ARTICLE V - Restrictions on the Transference of Shares

There shall be no transfer, sale, encumbrance or conveyance of any share or stock of this corporation unless the holder of said share or stock provides the Corporation with the first opportunity to purchase said share or stock of the Corporation at the book value of said share or stock as determined by the last accounting immediately before the sale. The Corporation shall have fifteen (15) days from the date it receives the shareholder's written offer of sale, to purchase the stock. Should a director die, his surviving wife has the right to assume his position as director of the Corporation, as well as his stock of the Corporation.

ARTICLE VI - Term Of Existence

This corporation is to exist perpetually. The corporate existence of the Corporation shall commence at the time of filing these Articles of Incorporation by the Dept. of State of the State of Florida.

ARTICLE VII - Officers, Directors and Shareholders

The names and street addresses of the initial officers and directors who shall hold office the first year of the Corporation existence or until their successors are elected; and the shareholders, are as follows:

1. <u>THOMAS DÍAZ</u>	P.O. Box 442703	150 Shares
<u>Pres. / Director</u>	<u>Miami, Florida 33144-7703</u>	<u>\$ 150.00</u>
2. <u>ANTONIO OTERO</u>	782 NW 42 nd . Ave., Suite 207	150 Shares
<u>Vice-Pres. / Director</u>	<u>Miami, Florida 33126</u>	<u>\$ 150.00</u>
3. <u>PEDRO A. PARED</u>	741 NW 207 Pembroke Pines	150 Shares
<u>Treasurer / Director</u>	<u>Ft. Lauderdale, Florida 33029</u>	<u>\$ 150.00</u>
4. <u>ELEZIER VEGUILLA</u>	3689 SW 153 Place	150 Shares
<u>Secretary / Director</u>	<u>Miami, Florida 33185</u>	<u>\$ 150.00</u>
5. <u>ELIZABETH VEGUILLA</u>	3689 SW 153 Place	(No shares)
<u>Asst. Officer to the Vice-Pres.</u>	<u>Miami, Florida 33185</u>	<u>\$ 0.00</u>
6. <u>JULIA DÍAZ</u>	P.O. Box 442703	(No shares)
<u>Asst. Officer to the President</u>	<u>Miami, Florida 33144-7703</u>	<u>\$ 0.00</u>
7. <u>TERESA OTERO</u>	782 NW 42 nd . Ave., Suite 207	(No shares)
<u>Vice- Secretary</u>	<u>Miami, Florida 33126</u>	<u>\$ 0.00</u>
8. <u>URAMIS PARED</u>	741 NW 207 Pembroke Pines	(No shares)
<u>Assist. Officer to the Treasurer</u>	<u>Ft. Lauderdale, Florida 33029</u>	<u>\$ 0.00</u>

ARTICLE VIII - ARBITRATION

If a deadlock should occur in the vote of the directors or of the shareholders and the deadlock cannot be resolved by agreement of the parties, the deadlock shall be resolved by arbitration. Within ten (10) days of the deadlock, the directors or shareholders on one side of the dispute shall select one arbitrator and the directors or shareholders on the other side of the dispute shall select one arbitrator and the two thus appointed shall select a third arbitrator. The three arbitrators shall make a prompt decision on the matter in dispute. All costs of arbitration shall be borne equally by the parties. The decision of the arbitrator shall be binding and conclusive for all purposes.

ARTICLE IX - Incorporator

The name and street address of the Incorporator to these Articles of Incorporation (of MILLENIA TECH., INC.) is:

Emilio A. Cosío, 2510 SW, 99th Avenue, Miami, Florida 33165

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of May, 1999.


Emilio A. Cosío, Incorporator.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE /REGISTERED AGENT, IN THE
STATE OF FLORIDA.**

1. The name of the Corporation is:

MILLENIA TECH., INC.

2. The name an address of the Registered Agent and Office is:

THOMAS DÍAZ

741 NW 42nd. Avenue, Suite 207

Miami, Florida 33126

*Having been named as Registered Agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.*

Date: 17th of May, 1999.


**Thomas Diaz,
Registered Agent**

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