

P99000050617

## TRANSMITTAL LETTER

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

500002891135--7  
-06/01/99--01111--020  
\*\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT: CON HABITAT CORP.  
(Proposed corporate Name- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for: \$ 131.25 Filing Fee, Certified Copy & Certificate

FROM: Jose N. Correa  
J.C. Accounting & Tax Services  
6801 N.W. 77TH AVENUE  
SUITE 310-A  
MIAMI, FL 33166  
(305) 884-6200  
Daytime Telephone number

FILED  
1999 JUN -1 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***ARTICLES OF INCORPORATION***  
***of***  
***CONHABITAT CORPORATION***

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is CONHABITAT CORPORATION.  
6801 NW 77Th Ave. Ste 310-A  
Miami, Florida 33166

**ARTICLE II**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Jose N Correa  
6801 NW 77 Ave. Ste 310-A  
DADE County  
Miami, FL 33166

#### **ARTICLE IV PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

#### **ARTICLE V DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

GONZALO BECERRA , President  
1100 NE 1St Court # 17  
HALLANDALE, FL 33009

Miguel Angel Becerra, Vice president  
1100 NE 1st Court # 17  
Hallandale , FL 33009

Mauricio Amortegui, Secretary  
1100 NE 1St . Court # 17  
Hallandale , FL 33009

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into Three classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

#### **ARTICLE VI LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of

unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

#### ARTICLE VII OTHER PROVISIONS

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

#### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



GONZALO BECERRA , President, Incorporator  
1100 NE ST COURT # 17  
HALLANDALE, FL 33009

## 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 CON HABITAT CORPORATION  
6801 NW 77TH Ave Ste 310-A  
Miami, FL 33166

2. The name and address of the registered agent and office is:

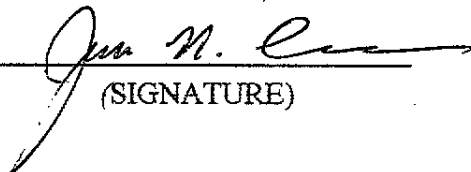
JOSE N. CORREA  
J.C. Accounting & Tax Services  
6801 NW 77TH AVE. STE. 310-A  
MIAMI, FL 33166

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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.*

  
(SIGNATURE)

05-28-99  
(DATE)