

P99000051204

TRANSMITAL LETTER

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

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*****78.75 *****78.75

Subject: LIFESTYLE OF THE NEW MILLENIUM, INC.

Enclose is an original and one (1) copy of the articles of incorporation and a check for the amount of \$78.75 for filling fee and certificate.

From: Rafael Roberto Leyva
8151 SW 160 Avenue
Miami, FL 33193
Daytime Phone Number: (305) 673-7505

FILED
1999 JUN -7 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 26, 1999

RAFAEL ROBERTO LEYVA
8151 S.W. 160 AVE.
MIAMI, FL 33193

SUBJECT: LIFESTYLE OF THE NEW MILLENIUM, INC.
Ref. Number: W99000012339

We have received your document for LIFESTYLE OF THE NEW MILLENIUM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 699A00029075

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ARTICLES OF INCORPORATION OF:

LIFESTYLE OF THE NEW MILLENNIUM, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be:

LIFESTYLE OF THE NEW MILLENNIUM, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The general nature of the business to be transacted by this corporation shall be: Any activity or lawful business under the Laws of the State of Florida and the Laws of the United States of America.

ARTICLE IV
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares

ARTICLE V
CAPITAL STOCK

This corporation shall have 500 common shares of stock with no par value.

ARTICLE VI
DESIGNATION OF SERIES

Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which constitute such series;

2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;
5. The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

ARTICLE VII
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

**8151 S W 160 Avenue
Miami, FL 33193**

The name and address of the initial registered agent of this corporation shall be:

**Rafael Roberto Leyva
8151 SW 160 Avenue
Miami, FL 33193**

ARTICLE IX
PRINCIPAL PLACE OF BUSINESS

The street address of the place of business of this corporation shall be:

**8151 SW 160 Avenue
Miami, FL 33193**

ARTICLE X
INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

PRESIDENT	Rafael Roberto Leyva	8151 SW 160 Avenue Miami, FL 33193
VICE- PRESIDENT	Carlos Noguera	4940 SW 152 Avenue Miramar, FL 33027
TREASURER	Rafael A. Alvarez	9760 NW 30 Street Miami, FL 33172
SECRETARY	Ruben Hernandez	8824 NW 110 Street Hialeah Gardens, FL 33018

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

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
RAFAEL ROBERTO LEYVA	8151 SW 160 Avenue Miami, FL 33193	500

ARTICLE XI
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
INDEMNIFICATION

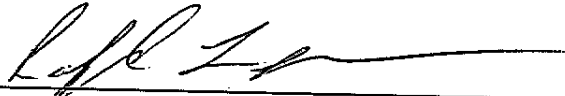
The corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
AMENDMENT

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.

ARTICLE XIV
ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

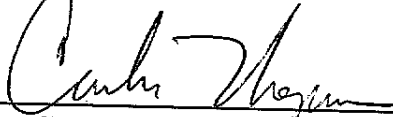


Rafael Roberto Leyva
Registered Agent


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25 day of MAY, 1999.



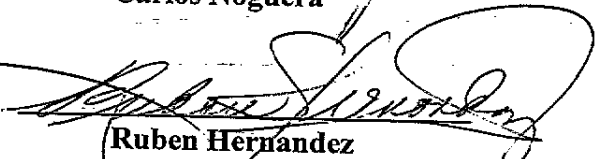
Rafael Roberto Leyva



Carlos Noguera



Rafael A. Alvarez



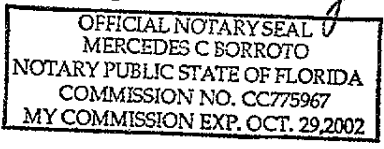
Ruben Hernandez

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Rafael Roberto Leyva** known to me and known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me the due execution of these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 25th day of May, 1999.

My commission expires:



**MINUTES OF ORGANIZATIONAL MEETING
OF DIRECTORS OF**

LIFESTYLE OF THE NEW MILLENNIUM, INC.

The initial directors held the organization meeting of the above named corporation at _____

_____ 8151 SW 160 Avenue, Miami, FL. _____

on May 25 _____, 1999, at 7 o'clock P.M. The meeting was called to order by Rafael Roberto Leyva, an initial director of the above corporation.

A motion was made, seconded and carried electing said director as Chairman and Secretary of the meeting, accepted and proceeded to carry out required duties.

The Secretary then called the names of the initial directors. All of the initial directors were found to be present.



Rafael Roberto Leyva

The Secretary announced that a majority of the initial directors were present. The Chairman then declared that the meeting was in compliance with applicable Florida Law.

Waiver(s) of notice or notice(s) of the time and place of the present organization meeting for each of the initial directors of this corporation were then presented and read by the Secretary. Said documents were directed to be filed and spread at length upon these minutes.

A copy of the Articles of Incorporation of this corporation were then read by the Secretary who indicated that on the date stamped thereon, the original thereof together with the required filing fees and taxes were filed with the Department of State of Florida, receipt thereof evidenced by a letter received from the Department of state. On motion duly made and carried, it was

RESOLVED and ORDERED that the Secretary's report be accepted and that a copy of the articles and letter be spread at length upon the minutes.


Rafael Roberto Leyva

The Chairman then reported that a set of proposed Bylaws had been prepared by counsel for the corporation pursuant to the instructions of the directors. Each section of said Bylaws were then read and considered by the directors.

On motion duly made and carried, it was

RESOLVED that said proposed Bylaws be adopted and the Secretary be directed to attach said Bylaws in the corporation's minute book.

The chairman then opened the floor to accept nominations for officers of the corporation. The following persons were nominated for the respective positions:

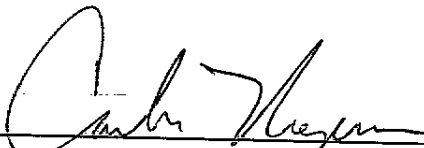
President:	<u>Rafael Roberto Leyva</u>
Vice-President:	<u>Carlos Noguera</u>
Treasurer:	<u>Rafael A. Alvarez</u>
Secretary:	<u>Ruben Hernandez</u>

Upon the vote of those present at the meeting, the first named aforesaid persons were elected to their respective positions.

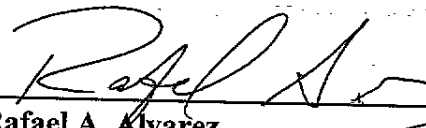
The Secretary then submitted a proposed form of stock certificate for the corporation and upon motion duly made, seconded and carried, said form of certificate of shares of the corporation was accepted for use by the corporation. The Secretary was directed to spread a form of said stock certificate at length upon these minutes.



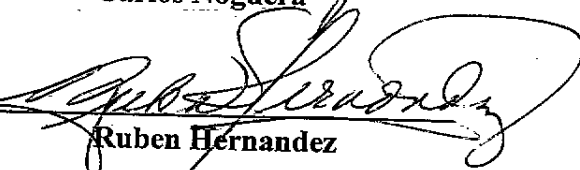
Rafael Roberto Leyva



Carlos Noguera



Rafael A. Alvarez



Ruben Hernandez

There being no further business requiring board action or consideration;

On motion duly made, seconded and carried, the meeting was adjourned.

DATED: MAY 25TH, 1999.



Secretary of the Meeting
Rafael Roberto Leyva

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SECRETARY'S OFFICE
TALLAHASSEE, FLORIDA