

Division of Corporations

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# P 99000056435

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : PRATS, FERNANDEZ & CO.  
Account Number : I19980000078  
Phone : (305) 444-8333  
Fax Number : (305) 444-8334

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**FLORIDA PROFIT CORPORATION OR P.A.**

**SAN CARLO CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

B. McKnight JUN 22 1999

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**CERTIFICATE OF INCORPORATION  
OF**

**SAN CARLO CORPORATION**

The undersigned hereby subscribes this certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

**ARTICLE ONE**

The name of the Corporation shall be

**SAN CARLO CORPORATION**

**ARTICLE TWO**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 500 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

**Preparer's Name:** Francisco J. Fernandez  
2121 Ponce de Leon Blvd. # 240  
Coral Gables, Florida 33134  
Phone: 305-444-8883

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#### ARTICLE FOUR

The corporation shall begin business with a minimum capital in the Amount of \$ 500.00 ( FIVE HUNDRED 00/100 dollars).

#### ARTICLE FIVE

This corporation shall have perpetual existence.

#### ARTICLE SIX

Initially the principal office of the corporation shall be located at 800 W. Avenue Apt. 609, Miami Beach, FL 33137. Other offices for the transaction of business may be located wherever the Director may deem necessary or expedient.

#### ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be one director. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

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ARTICLE EIGHT

The name and post office address of the member of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

BOARD OF DIRECTORS

Massimiliano Mlekus  
Director

800 W. Avenue Apt. 609  
Miami Beach, FL 33137.

ARTICLE NINE

The name and post office address of the officer of this corporation is :

Massimiliano Mlekus  
President - Secretary - Treasurer

800 W. Avenue Apt. 609  
Miami Beach, FL 33137.

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ARTICLE TEN

The name and post office address of each subscriber to these Articles of Incorporation is:

Francisco J. Fernandez  
2121 Ponce de Leon Blvd., Suite 240  
Coral Gables, FL 33134

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole shall have been paid.

ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

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ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats with offices located at 2121 Ponce de Leon Blvd. Suite 240, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and affixed their seal on this 21st day of June of 1999.

  
\_\_\_\_\_  
Francisco J. Fernandez

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STATE OF FLORIDA  
COUNTY OF MIAMI DADE

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **FRANCISCO J. FERNANDEZ** who first having been duly sworn, personally known to me, executed the foregoing Certificate of Incorporation of **SAN CARLO CORPORATION** for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this 21st day of June of 1999.

Ernesto J. Gonzalez  
Ernesto J. González -Notary Public-  
State of Florida at large-



ERNESTO J. GONZALEZ  
My Comm Exp. 7/12/2001  
Bonded By Service Ins  
No. CC542877  
Personally Known 11 Other I.D.

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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said act: **SAN CARLO CORPORATION** desiring to organize under the laws of Florida with its principal office, as indicated in the Articles of Incorporation as the city of Miami, County of Dade, State of Florida has named **Gabriel Prats** with offices at 2121 Ponce de Leon Blvd., Suite 240, Coral Gables, FL 33134. Having been named to accept service of process for the above stated corporation, at the 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.

  
\_\_\_\_\_  
Gabriel Prats

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