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THE UNITED STATES CORPORATION COMPANY

FILED

99 JUN 22 PM 2:30

ACCOUNT NO. : 072100000032

SECRETARY OF STATE TALLAHASSEE, FLORIDA

REFERENCE : 282464 81517A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 78.75

ORDER DATE : June 22, 1999

ORDER TIME : 1:15 PM

ORDER NO. : 282464-005

800002912338--9

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq  
FERRELL SCHULTZ CARTER &  
FERRELL SCHULTZ CARTER &  
Miami Center, Suite 1920  
201 S. Biscayne Boulevard  
Miami, FL 33131

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99 JUN 22 PM 1:40

DOMESTIC FILING

NAME: 198 CAOBA INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 6/22/99

**ARTICLES OF INCORPORATION**  
**OF**  
**198 CAOBA INVESTMENTS, INC.**

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99 JUN 22 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: 198 CAOBA INVESTMENTS, INC.

The principal place of business of this corporation shall be 201 South Biscayne Boulevard, Suite 1920, Miami, Florida 33131.

**ARTICLE II. NATURE OF BUSINESS**

The purpose of this corporation is to engage in or transact any lawful activity or 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 201 South Biscayne Boulevard, Suite 1920, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Ferrell Schultz Carter & Fertel, P.A.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. OFFICERS AND DIRECTORS**

This corporation shall have one officer and one director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

ROBERTO ANTONIO BLANCHARD CISNEROS  
201 South Biscayne Boulevard  
Suite 1920  
Miami, Florida 33131

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

ANGEL M. GARCIA-OLIVER, ESQ.  
Ferrell Schultz Carter & Fertel, P.A.  
201 South Biscayne Boulevard  
Suite 1920  
Miami, FL 33131

**ARTICLE VIII. SMALL BUSINESS ELECTION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE IX. INDEMNIFICATION**

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

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of June, 1999.

  
\_\_\_\_\_  
ANGEL M. GARCIA-OLIVER                      Incorporator

STATE OF FLORIDA )  
                                  ) SS:  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Angel M. Garcia-Oliver, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 21<sup>st</sup> day of June, 1999.

  
\_\_\_\_\_  
Notary Public State of Florida

Rosario S. Gonzalez  
Printed Notary Signature

My Commission Expires: Feb. 16, 2001



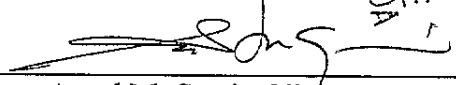
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

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.

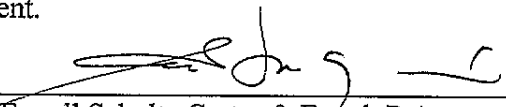
1. The name of the Corporation is: 198 Caoba Investments, Inc.
2. The name of the Registered Agent and address of the Registered Office:

FERRELL SCHULTZ CARTER & FERTEL, P.A.  
201 South Biscayne Boulevard, Suite 1920  
Miami, Florida 33131

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By:   
Angel M. Garcia-Oliver  
Title: Incorporator


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 that 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 obligation of my position as Registered Agent.

  
Ferrell Schultz Carter & Fertel, P.A.  
Registered Agent

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Angel M. Garcia-Oliver, Esq., on behalf of Ferrell Schultz Carter & Fertel, P.A., to me known to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 21<sup>st</sup> day of June, 1999.

My Commission Expires: Feb. 16, 2001

  
Notary Public State of Florida  
Rosario S. Gonzalez  
Printed Notary Signature

