

Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

promotora el nogal, corp.

Translation "Promotors el nogal, corp"  
name

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 2, 1999

EMPIRE

SUBJECT: PROMOTORA EL NOGAL, CORP.  
REF: W99000020414

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Please provide an English translation for the entity's name in your cover letter.

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Becky McKnight  
Document Specialist

FAX Aud. #: H99000022117  
Letter Number: 299A00043826

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**ARTICLES OF INCORPORATION  
OF  
PROMOTORA EL NOGAL, CORP.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be:

**PROMOTORA EL NOGAL, CORP.**

The principal place of business and mailing address of this corporation shall be:

13499 Biscayne Blvd., Suite 107  
North Miami, FL 33181

**ARTICLE II**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III**

The aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares of Common Stock, each have \$ 1.00 par value.

**ARTICLE IV**

This corporation is to exist perpetually.

**ARTICLE V**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

**ARTICLE VI**

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is (are):

Jose Guillermo Jimenez Diaz      13499 Biscayne Blvd., Suite 107      President/Secretary  
North Miami, FL 33181

Prepared by : Tallson Advisory Corp. ( Yolanda Duran- Accountant)  
10300 Sunset Dr., suite 435, Miami, FL 33173

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TALLAHASSEE, FLORIDA

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ARTICLE VII

The name (s) and street address (es) of the incorporator (s) to these articles of incorporation is (are) :

Yolanda Duran 10300 Sunset Dr., Suite 435  
Miami, FL 33173

IN WITNESS WHEREOF, the undersigned incorporator (s) has have executed these Articles of  
Incorporation this 1 day of September, 1999

Signature (s) of Incorporator (s)

*Yolanda Duran*

STATE OF FLORIDA  
COUNTY OF Miami-Dade

The foregoing instrument was acknowledged and sworn to before me this 1st day of September  
1999, by Yolanda Duran (She) He is  
personally known to me and did not take an oath.

*[Signature]*

Notary Public

(SEAL)



Prepared by : Tallson Advisory Corp. ( Yolanda Duran- Accountant)  
10300 Sunset Dr., suite 435, Miami, FL 33173


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**ASSIGNMENT OF SUBSCRIPTION OF  
PROMOTORA EL NOGAL, CORP.**

I (We) YOLANDA DURAN hereby assign to Jose Guillermo Jimenez Diaz all rights to the share of the capital stock of the above named corporation organized under the laws of the State of Florida, which I have acquired either by being an incorporator of the above named corporation, a subscriber to the Articles of Incorporation or a subscriber to the capital stock of the above named corporation.

Executed : 9/1, 1999

  
\_\_\_\_\_

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

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name of the corporation is: **PROMOTORA EL NOGAL, CORP.**

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

**TALIESON ADVISORY CORP.  
10300 Sunset Dr., Suite 435  
MIAMI, FL 33173**

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 ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Yolanda Duran*  
(Registered Agent)

DATE 9/1/99

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Prepared by : Talieson Advisory Corp. ( Yolanda Duran- Accountant)  
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