

TRANSMITTAL LETTER

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

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-10/14/99--01030--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: SEYER, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00
- \$78.75
- \$122.50
- \$131.25

FROM: SEYER, INC.  
Mania Luisa Reyes, President  
Name (Printed or typed)

1300 LINCOLN RD # 204  
Address

MB FL 33139  
City, State & Zip

(305) 673 9149  
Daytime Telephone number

FILED  
99 OCT 14 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF  
SEYER, INC.

FILED  
99 OCT 14 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: SEYER, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

1. Principal Place of Business: Seyer, Inc., 1300 Lincoln Road, Suite # 204, Miami Beach, Florida 33139.
2. Mailing Address: Seyer, Inc., 1300 Lincoln Road, Suite # 204, Miami Beach, Florida 33139.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or fascimile thereof, to be impressed, affixed, or in any other manner reproduced.

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other overnment , state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its bussiness, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public wewlfare or for charitable, scientific, or educational purposes;

To transact any and all lawful bussiness which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, asociate or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have an exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of shares, having an individual par value of \$ 1,000.00 (one thousand) dollars.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Maria Luisa Reyes, Registered Agent, 1300 Lincoln Road, Miami Beach, Florida 33139.

#### ARTICLE VII

The initial Board of Directors shall consist of a total of two (2) persons and the name and address of the person who is to serve as an initial directors are: Maria Luisa Reyes, President and Timothy Southerland, Vice-President.

ARTICLE VIII

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

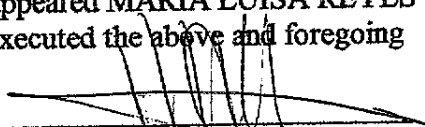
Maria Luisa Reyes, President, 1300 Lincoln Road, Miami Beach, Florida 33139.

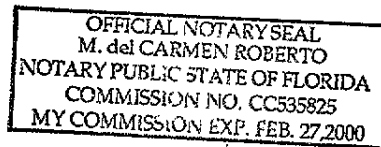
The undersigned has executed these Articles of Incorporation this 30th day of Sept. 1999.

  
\_\_\_\_\_  
MARIA LUISA REYES, Incorporator

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

BEFORE ME personally appeared MARIA LUISA REYES who presented FL DL #R200-552-68-667-0, took an oath and executed the above and foregoing Articles of Corporation for Seyer, Inc.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large



**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.

First that SEYER, INC.

{Name of Corporation}

desiring to organize under the laws of the State of FLORIDA  
{Florida}

with its principal office, as indicated in the articles of incorporation has named  
Maria Luisa Reyes

{Named of Registered Agent}

located at 1300 Lincoln Road, MB, FL. 33139

City of Miami Beach County of DADE  
{City} {County}

State of Florida, as its agent to accept service of process within

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 HEARBY 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



Maria Luisa Reyes  
SEYER, INC.

REGISTERED AGENT

99 OCT 14 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**