

999000092558



ACCOUNT NO. : 072100000032

REFERENCE : 419500 4329479

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 78.75

ORDER DATE : October 19, 1999

ORDER TIME : 11:30 AM

ORDER NO. : 419500-020

CUSTOMER NO: 4329479

000003019100-1

CUSTOMER: Janet N. Lockhart, Paralegal
BAKER & HOSTETLER
BAKER & HOSTETLER
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: JUGUEHY, 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: Erika Carlson

EXAMINER'S INITIALS:

510
W99-24134

RECEIVED
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA
99 OCT 19 PM 4:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 19 AM 9:26



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 19 AM 9:26

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

October 20, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: JUGUEHY, INC.
Ref. Number: W99000024134

* No Translation,
Indian Name *

We have received your document for JUGUEHY, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

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

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 799A00050482

RECEIVED
99 OCT 20 PM 4:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

Juguehy, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 19 AM 9:26

ARTICLE I

Name and Duration

The name of the Corporation is: Juguehy, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is: 417 Water Street, Celebration, Florida 34747.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, SunTrust Center, Suite 2300, in the City of Orlando, 32802-0112, County of Orange. The name of the registered agent at such address is Wendy Anderson.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Wendy Anderson	200 South Orange Avenue SunTrust Center, Suite 2300 Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Luiz Francisco Biaggi	417 Water Street Celebration, Florida 34747
Emerson Rodrigues Biaggi	417 Water Street Celebration, Florida 34747

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or

repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void *ab initio*.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 18th day of October, 1999.

JUGUEHY, INC.

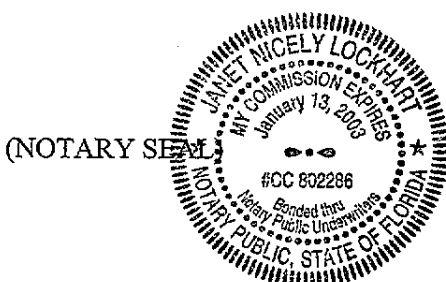
By: _____

Name: Wendy Anderson

As its: Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 18th day of October, 1999, by Wendy Anderson, as Incorporator, on behalf of the corporation. She is (a) x personally known to me or (b) _____ has produced _____ N/A _____ as identification.



(Notary Signature)

Janet N. Lockhart
(NOTARY NAME PRINTED)

NOTARY PUBLIC
Commission No. CC 802286

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That JUGUEHY, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Wendy Anderson, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, *Florida Statutes*.

JUGUEHY, INC.

By: 

Name: Wendy Anderson

As its: Incorporator

As its: Incorporator

DATED: October 18th, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 19 AM 9:26