

**P99000107161**

**Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State**

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

**((H99000031528 5)))**

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**  
Division of Corporations  
Fax Number : (850)922-4001

**From:**  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 DEC 10 AM 9:26

FILED

**FLORIDA PROFIT CORPORATION OR P.A.  
XYZ, CORP.**

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

**Electronic Filing Menu**

**Corporate Filing**

**Public Access Help**

<https://corfes1.dos.state.fl.us/scripts/efilcovr.exe>

**N. Culligan DEC 13 1999**

H99000031528

## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
XYZ, CORP.

### Article II. Address

The Corporation's mailing address is:

XYZ, CORP.  
2601 S. Bayshore Drive  
Suite 1200  
Coconut Grove, FL 33133

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:

Nelson Slosbergas, Esq.  
501 Brickell Key Drive  
Suite 400  
Miami, FL 33131

### Article IV. Capital Stock

The Corporation shall have the authority to issue 5,000 shares of common stock,  
par value \$1.00 per share.

Nelson Slosbergas, Esq. FL Bar Member 378887  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami, FL 33131  
(305) 374-0030

H99000031528

FILED  
99 DEC 10 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H99000031528

**Article V. Board of Directors**

The name and address of each initial member of the Corporation's Board of Directors is:

Joseph Horn	2601 S. Bayshore Drive Suite 1200 Coconut Grove, FL 33133
Ricardo Eichenwald	2601 S. Bayshore Drive Suite 1200 Coconut Grove, FL 33133
Ralph Horn	2601 S. Bayshore Drive Suite 1200 Coconut Grove, FL 33133
Nelson Slosbergas	501 Brickell Key Drive Suite 400 Miami, FL 33131
Stephen A. Freeman	520 Brickell Key Drive Suite 0-305 Miami, FL 33131
Robert M. Haber	520 Brickell Key Drive Suite 0-305 Miami, FL 33131
Peter Beebe	2601 South Bayshore Drive Suite 1200 Coconut Grove, FL 33133

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than two directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Nelson Slosbergas, Esq. FL Bar Member 378887  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami, FL 33131  
(305) 374-0030

H99000031528

H99000031528

Article VI. Officers

The name and address of each of the Corporation's initial officers is:

President	Peter Beebe	2601 South Bayshore Drive Suite 1200 Coconut Grove, FL 33133
Secretary	Stephen A. Freeman	520 Brickell Key Drive Suite 0-305 Miami, FL 33131
Treasurer	Peter Beebe	2601 South Bayshore Drive Suite 1200 Coconut Grove, FL 33133
Vice-President	Nelson Slosbergas	501 Brickell Key Drive Suite 400 Miami, FL 33131
Vice-President	Stephen A. Freeman	520 Brickell Key Drive Suite 0-305 Miami, FL 33131
Assistant Secretary	Nelson Slosbergas	501 Brickell Key Drive Suite 400 Miami, FL 33131

Article VII. Limitation as to Powers of Officers

Nelson Slosbergas, Esq. FL Bar Member 378887  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami, FL 33131  
(305) 374-0030

H99000031528

H99000031528

**Article VII. Limitation as to Powers of Officers**

The signature of two(2) officers of the Corporation shall be required in order to:

- a. Change the business of the Corporation from that in which it is presently engaged;
- b. Sell or otherwise dispose of all or substantially all of the assets of the Corporation;
- c. Assign, pledge, mortgage, grant security interests in or otherwise encumber any of the assets of the Corporation, or cause the Corporation to guarantee the debts or other obligations of any other party, except in the ordinary course of business of the Corporation;
- d. Borrow any money or property or otherwise obtain financing for the Corporation, other than credit purchases of goods and services on a current basis and in the normal course of business;
- e. Assign the right of the Corporation on specific Corporation property for other than a Corporation purpose;
- f. Make, execute or deliver any general assignment for the benefit of creditors or any bond, guaranty, indemnity bond, or surety bond;
- g. Assign, transfer, pledge, compromise, or release any claim of the Corporation except for full payment, or arbitrate, or consent to the arbitration of any of its disputes or controversies;
- h. Initiate, terminate or settle any legal proceedings to which the Corporation is a party;
- i. Cause the business of the Corporation to be conducted other than in the ordinary course;
- j. Enter into any contract or agreement requiring a distribution of funds in excess of \$1,000.00; and
- k. Approve or cause a public offering of the Stock.

Nelson Slosbergas, Esq. FL Bar Member 378887  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami, FL 33131  
(305) 374-0030

H99000031528

H99000031528

Article VIII. Incorporator

The name and address of the incorporator is:

Nelson Slosbergas, Esq.  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive  
Suite 400  
Miami, FL 33131

Article IX. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 10, 1999.

The undersigned incorporator executed these Articles of Incorporation on December 10, 1999.

By: R.A. Reyes  
Nelson Slosbergas, Esq.  
by R.A. Reyes as attorney-in-fact

Nelson Slosbergas, Esq. FL Bar Member 378887  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami, FL 33131  
(305) 374-0030

H99000031528

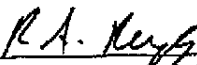
H99000031528

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**  
**XYZ, CORP.**

**REGISTERED AGENT/OFFICE:**  
**Nelson Slosbergas**  
**501 Brickell Key Drive, Suite 400**  
**Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
**NELSON SLOSBERGAS**  
by R.A. Reyes as attorney-in-fact

**Date: December 10, 1999**

**Nelson Slosbergas | FL Bar Member 378887**  
**Slosbergas & Fernandez, L.L.P.**  
**501 Brickell Key Drive, Suite 400**  
**Miami FL 33131**  
**305-374-0030**

**FILED**  
**99 DEC 10 AM 9:26**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

H99000031528

Copyright © 1993-1999 CC