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To: Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**PHILLIP'S CONSTRUCTION & FABRICATION, INC.**

Certificate of Status	0
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1- PHILLIP'S CONSTRUCTION & FABRICATION, INC.

ARTICLES OF INCORPORATION

OF

PHILLIP'S CONSTRUCTION & FABRICATION, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is PHILLIP'S CONSTRUCTION & FABRICATION, INC. (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 4062 NW 62<sup>ND</sup> Court.- Coconut Creek- FL 33073 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Juliana Aquilino
3961 N. Federal Hwy
Pompano Beach - Florida 33064

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: Jacques Magalhaes
Vice-President: Malgorzat Magalhaes
Secretary: Malgorzat Magalhaes
Treasurer: Jacques Magalhaes

Whose addresses shall be the same as the principal office of the Corporation.

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DESPACHANTE BRASILEIRO

3961 N. FEDERAL HWY. • POMPANO BEACH • FL • 33064

TELEPHONE: (954) 786-7180 • (817) 981-0008 • (817) 981-0673 • FACSIMILE: (954) 786-8250

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II - PHILLIP'S CONSTRUCTION & FABRICATION, INC.

**ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Jacques Magalhaes  
Malgorzat Magalhaes

Whose address shall be the same as the principal office of the Corporation.

**ARTICLE 7 - CORPORATE CAPITALIZATION**

- 7.1 The maximum number of shares this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).
- 7.2 No holder of shares of stock of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

**ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

**ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

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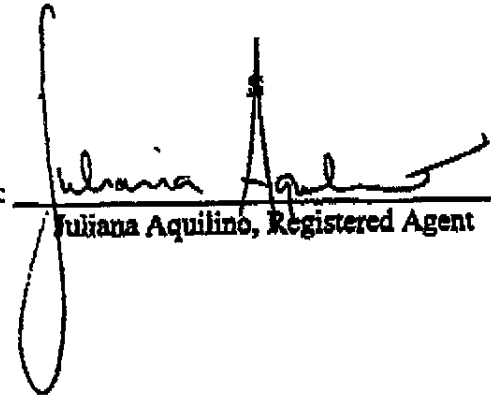


IV - PHILLIP'S CONSTRUCTION & FABRICATION, INC.

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION**

Juliana Aquilino, having a business office identical with registered office of the Corporation name above, and having been designated as the registered agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the positions of Registered Agent in the above and foregoing articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent under the applicable provisions of the Florida Statues.

By:   
Juliana Aquilino, Registered Agent

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