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**FLORIDA PROFIT CORPORATION OR P.A.**

**tocoma, corp.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF  
TOCOMA, CORP.

ARTICLE I - NAME

The name of the corporation shall be: **TOCOMA, CORP.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the business of operating real estate, and all other related business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES."

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any stock of this corporation of the same kind, class or service, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the principal office is P.O. Box 1317, Key Biscayne, FL 33149 and the street address of the initial registered agent of this corporation is 5900 S.W. 73<sup>rd</sup> Street, Suite 304, Miami, Florida 33143. The name of the registered agent is Francisco J. Ortega, Esq.

Francisco J. Ortega, Esq.  
5900 S.W. 73<sup>rd</sup> Street, Suite 304  
Miami, Florida 33143  
Florida Bar Number: 258740

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#### ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either increase or diminish from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

P/D  
Sergio Remo Guardazzi  
P.O. Box 1317  
Key Biscayne, Florida 33149

VP/D  
Remir Fernando Guardazzi  
P.O. Box 1317  
Key Biscayne, Florida 33149

#### ARTICLE VIII – INCORPORATOR

The name and address of the person signing these articles is:

Francisco J. Ortega  
5900 S.W. 73<sup>rd</sup> Street, Suite 304  
Miami, Florida 33143

#### ARTICLE IX – BY-LAWS

The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X – CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

#### ARTICLE XI – SHAREHOLDER VOTING AND QUORUM

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Francisco J. Ortega, Esq.  
5900 S.W. 73<sup>rd</sup> Street, Suite 304  
Miami, Florida 33143  
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