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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

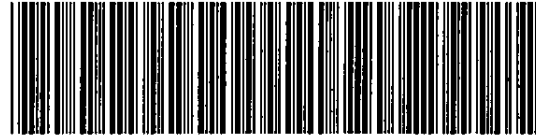
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(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2007 JUN 28 P 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

*6-29-07*  
*W*

**COVER LETTER**

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

**SUBJECT: PIN UPS 305, INC**

**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

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

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: **DANIELA DIAZ**

Name (Printed or typed)

**1500 BAY RD.**

Address

**MIAMI, FL 33139**

City, State & Zip

Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

WE; THE UNDERSIGNED, SUBSCRIBERS TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

**ARTICLE I  
CORPORATE NAME**

THE NAME OF THIS CORPORATION SHALL BE PIN UPS 305, INC

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III  
CAPITAL STOCK**

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF ONE THOUSAND (1.000 ) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

**ARTICLE IV  
INITIAL CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS

**ARTICLE V  
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BE THE REGISTRATION DATE WITH THE DEPARTMENT OF STATE.

**ARTICLE VI  
PRINCIPAL OFFICE AND REGISTERED AGENT**

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

1500 BAY RD.  
MIAMI, FL 33139

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

DANIELA DIAZ  
1500 BAY RD.  
MIAMI, FL 33139

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TALLAHASSEE, FLORIDA

**ARTICLE VII  
DIRECTOR**

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

DANIELA DIAZ  
1500 BAY RD.  
MIAMI, FL 33139

ELENA YI RODRIGUEZ  
2152 ALTON RD  
MIAMI, FL 33139

**ARTICLE VIII  
BOARD MEMBERS**

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
<u>DANIELA DIAZ</u>	PRESIDENT
<u>ELENA YI RODRIGUEZ</u>	VICEPRESIDENT

**ARTICLE IX  
SUBSCRIBERS**

THE NAME AND ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

DANIELA DIAZ

**ARTICLE X  
PREEMPTIVE RIGHTS**

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

**ARTICLE XI  
AMENDMENT**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE JUNE 26, 2007

Daniela Diaz  
DANIELA DIAZ

Elena Yi Rodriguez  
ELENA YI RODRIGUEZ

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Daniela Diaz  
DANIELA DIAZ

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared DANIELA DIAZ to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he/they executed such instrument.

IN WITNESS WHEREOF, I have herein to set my hand seal this 26<sup>TH</sup> OF JUNE, 2007

Notary Public, State of Florida

Oscar Enrique Giraldo  
My Commission DD301570  
Expires March 18, 2008

Identification Produced:

My Commission Expires 03-18-2008

Oscar Enrique Giraldo  
My Commission DD301570  
Expires March 18, 2008