

P960000 32811
TRANSMITTAL LETTER

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

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****131.25 ****131.25

SUBJECT: Dequantex Group International, Inc.
(Proposed corporate name - must include suffix)

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

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 11 PM 2:50

FROM: Jesus Edison Holguin & MARIA Elena Holguin
Name (printed or typed)

12103 SW 105 Lane
Address

Miami, Florida 33186
City, State & Zip

(305) 593-5855
Daytime Telephone number

ST 4/16
*Jesus -
Jadd RA
accept.*

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

**ARTICLES OF INCORPORATION
FOR FLORIDA CORPORATION**

pursuant to

Florida Statutes Section 607.0202

96 APR 11 PM 2:50
SECRETARY OF STATE
DIVISION OF CORPORATIONS

THE UNDERSIGNED natural person, acting hereby as Incorporator for the purpose of forming a Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is Designtex Group International, Incorporated. The principal office and mailing address of this corporation shall be:

12103 S.W. 105 Lane
Miami, Florida 33186
(305) 596-3718

II

PURPOSES

The corporation is organized for profit and its corporate purpose is to engage in any and all things in which a corporation organized under the laws of the State of Florida may engage, and to do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$.01 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is 12103 S.W. 105 Lane, Miami, Florida, 33186; and the name of its initial registered agent at said address is Jesus Edison Holguin.

VI

INCORPORATOR

The name and address of the Incorporators is as follows:

Jesus Edison Holguin
12103 S.W. 105 Lane
Miami, Florida 33186

VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Jesus Edison Holguin
12103 S.W. 105 Lane
Miami, Florida 33186

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote

upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

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

XII

AMENDMENT OF ARTICLES OF INCORPORATION

The Board of Directors and Stockholders shall have the power to amend the Articles of Incorporation in order to effect a change in the nature and purpose of the business authorized, so that this corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes.

XIII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Corporation.

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 APR 11 PM 2:51

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 9th day of April, 1996.

By my signature below, I hereby accept designation as registered agent.

Jesus Edison Holguin

Jesus Edison Holguin, Incorporator
Registered Agent

Maria Elena Holguin

Maria Elena Holguin, Incorporator

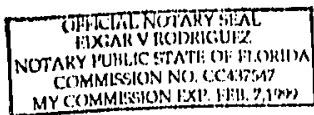
STATE OF FLORIDA }

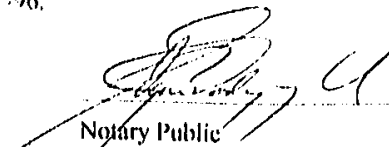
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared Jesus Edison & Maria Elena Holguin who are well known to be the persons described in and who executed the foregoing Articles of Incorporation as the Incorporators, and he/she

acknowledged to and before me that he/she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 7 day of April, 1996.




Notary Public
State of Florida

My Commission Expires: