



**CERTIFICATE OF INCORPORATION  
OF  
SOUTH EASTERN POLE SALES, INC.**

FILED  
98 MAY 20 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA UNDER THE PROVISION OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, GENERALLY, AND HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE I. NAME OF THE CORPORATION**

THE NAME OF THIS CORPORATION SHALL BE: "SOUTH EASTERN POLE SALES, INC."

**ARTICLE II. NATURE OF BUSINESS**

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS: TRADE, SERVICES AND TRANSACTIONS AS ALLOWED BY THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE III. CAPITAL STOCK**

THE MAXIMUM NUMBER OF CAPITAL STOCK AUTHORIZED TO BE ISSUED BY THIS CORPORATION SHALL BE 100 SHARES, EACH HAVING A PAR VALUE OF \$ 10.00. SAID SHARES OF STOCK SHALL ENTITLE THE HOLDER THEREOF TO ONE (1) VOTE AT ANY MEETING OF THE STOCKHOLDERS. ALL OR ANY PART OF SAID CAPITAL STOCK MAY BE PAID FOR IN CASH, IN PROPERTY, OR IN LABOR OR SERVICES AT A FAIR VALUATION TO BE FIXED BY THE INCORPORATES, OR BY THE BOARD OF DIRECTORS, AT A MEETING CALLED FOR SUCH PURPOSE. ALL STOCK WHEN ISSUED SHALL BE FULLY PAID FOR AND SHALL BE NON-ASSESSABLE.

**ARTICLE IV. INITIAL CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE FIVE THOUSAND DOLLARS (\$1,000.00).

**ARTICLE V. TERM OF EXISTENCE**

THE CORPORATION SHALL BE OF PERPETUAL EXISTENCE.

**ARTICLE VI. PRINCIPAL OFFICE**

THE FOLLOWING SHALL BE THE STREET ADDRESS AND THE PRINCIPAL OFFICE OF THIS CORPORATION, BUT THE CORPORATION SHALL HAVE THE POWER TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA, AND TO ESTABLISH BRANCH OFFICES AND OTHER PLACES OF BUSINESS AT SUCH OTHER PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA THAT MAY BE DEEMED EXPEDIENT:

SOUTH EASTERN POLE SALES, INC.  
1300 CORAL WAY, SUITE 304C  
MIAMI, FLORIDA 33145

**ARTICLE VII. DIRECTORS**

THERE SHALL BE A BOARD OF DIRECTORS FOR THIS CORPORATION WHICH SHALL CONSIST OF ONE PERSON. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME AS DETERMINED BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN TWO. EACH SAID DIRECTOR SHALL BE OF FULL AGE AND AT LEAST ONE OF THEM SHALL BE A CITIZEN OF THE UNITED STATES. ANY DIRECTOR MAY BE REMOVED AT ANY ANNUAL OR SPECIAL MEETING OF STOCKHOLDERS CALLED IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION, BY THE SAME VOTE AS THAT REQUIRED TO ELECT A DIRECTOR.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

THE NAME AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS IS AS FOLLOWS:

NAMES	ADDRESSES	OFFICE
SOLANGE BOIANGIN	10080 N.W. 4 <sup>TH</sup> LANE MIAMI, FLORIDA 33172	PRESIDENT/ SECRETARY/ TRESURER

**ARTICLE IX. CONFLICT OF INTEREST**

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE OFFICERS OF THIS CORPORATION ARE PECUNIARY OR OTHERWISE INTERESTED IN, OR ARE, DIRECTORS OR OFFICERS OF, SUCH OTHER CORPORATION; ANY DIRECT INDIVIDUALLY, OR ANY FIRM OF WHICH ANY DIRECTOR MAY BE A MEMBER, MAY BE A PARTY TO, OR MAY BE

PECUNIARY OR OTHERWISE INTERESTED IN ANY PARTY TO, OR MAY BE PECUNIARY OR OTHERWISE INTERESTED IN ANY CONTRACT OR TRANSACTION OF THIS CORPORATION PROVIDED THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR A MAJORITY THEREOF, AND ANY DIRECTOR OF THIS CORPORATION OR WHO IS SO INTERESTED MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY SUCH MEETING TO THE BOARD OF DIRECTORS OF THIS CORPORATION, WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION OR NOT SO INTERESTED.

**ARTICLE X. AMENDMENT**

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY THE LAWS OF THE STATE OF FLORIDA, AND ALL RIGHTS CONFERRED UPON THE STOCKHOLDERS HEREIN ARE SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES STATED THEREIN THIS 15<sup>TH</sup> DAY OF DECEMBER 1997.

  
\_\_\_\_\_  
SOLANGE BOIANGIN  
PRESIDENT/TREASURER/SECRETARY

STATE OF FLORIDA :  
SS :  
COUNTY OF DADE :

I HEREBY CERTIFY THAT THIS DAY BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED SOLANGE BOIANGIN, TO ME KNOWN AS THE PERSON DESCRIBED AS THE SUBSCRIBERS IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGE BEFORE ME THAT THEY SUBSCRIBE TO SAID ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE ABOVE NAMED THIS 15<sup>TH</sup> DAY OF MAY 1998.

*Maria Margarita Rocha*

MY COMMISSION EXPIRES:



MARIA MARGARITA ROCHA  
My Comm Exp. 6-16-2002  
Bonded By Service Ins  
No. CC347283

Personally Known     Other I.D.

**CERTIFICATE DESIGNATED CHANGE OF PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, THAT SOUTH EASTERN POLE SALES, INC. IS QUALIFIED TO DO BUSINESS UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT 1300 CORAL WAY, SUITE 304C, MIAMI, FLORIDA 33145, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS APPOINTED SOLANGE BOIANGIN, CURRENTLY RESIDING AT 10080 S.W. 4<sup>TH</sup> LANE, FLORIDA 33172, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN STATE.

**ACKNOWLEDGMENT:**

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

BY: *Solange Boiangin*  
SOLANGE BOIANGIN  
REGISTERED AGENT

*Maria Margarita Rocha*



MARIA MARGARITA ROCHA  
My Comm Exp. 6-16-2002  
Bonded By Service Ins  
No. CC347283  
 Personally Known     Other I.D.

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98 MAY 20 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA