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7735 S.W. 32 Terrace  
Miami, Florida 33155

December 14, 1999

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-12/27/99--01098--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE.: T&J Metal Group Corp.

Dear Sir or Madam:

Enclosed please find an original and a copy of the Article of Incorporation of T&J Metal Group Corp. together with the filing fee in the amount of \$78.75. Please forward the Certificate of Incorporation to the undersigned in the enclosed, self-addressed, stamped envelope provided for your convenience.

Thank you for your cooperation.

Very truly yours,

*Jose Antonio Caceres/mm*  
JOSE ANTONIO CACERES

JAC/mm  
Enclosures

TALLAHASSEE, FLORIDA

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FILED

gjc/14

**ARTICLES OF INCORPORATION OF  
T&J METAL GROUP CORP.**

I/We, the undersigned natural persons competent to contract acting as incorporators of a corporation under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for such corporation.

**ARTICLE I  
NAME**

The name of the corporation is **T&J METAL GROUP CORP.**

**ARTICLE II  
PURPOSE**

The general nature of the business to be transacted is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of any kind, class or series, shall have the preemptive 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 V  
INITIAL CAPITAL**

The amount of capital with which the corporation will begin business shall not be less than (\$100.00).

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**ARTICLE VI  
CORPORATE EXISTENCE**

The corporation is to have perpetual existence.

**ARTICLE VII  
PRINCIPAL OFFICE**

The street address of the principal office of the corporation in the State of Florida is **7735 S.W. 32 Terrace, Miami, Florida 33155.**

**ARTICLE VIII  
NUMBER OF DIRECTORS**

The number of directors of the corporation shall be set from time to time by the By-Laws, but shall be at least one (1).

**ARTICLE IX  
FIRST BOARD OF DIRECTORS**

The name and street address of the members of the first board of director of the corporation is as follows:

<b>Jose Antonio Caceres</b>	<b>(Director-President)</b>
<b>7735 S.W. 32 Terrace</b>	
<b>Miami, Florida 33155</b>	

<b>Javier Gonzalez</b>	<b>(Director-Vice-President)</b>
<b>361 West Park Drive, #10</b>	
<b>Miami, Florida 33172</b>	

**ARTICLE X  
SUBSCRIBERS**

The names and addresses of the subscribers of these Articles of Incorporation is:

**Jose Antonio Caceres**  
**7735 S.W. 32 Terrace**  
**Miami, Florida 33155**

**ARTICLE XI  
INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the initial registered agent of this corporation and address are:

**Jose Antonio Caceres  
7735 S.W. 32 Terrace  
Miami, Florida 33155**

**ARTICLE XII  
AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

**ARTICLE XIII  
BY LAWS**

The corporation's board of directors is specifically authorized from time to time to adopt by laws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

**ARTICLE XIV  
INDEMNIFICATION**

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the corporation to procure a judgment in its favor) by reason of the fact that he is or was a director, officer or shareholder of the corporation.

**IN WITNESS WHEREOF**, we do make and subscribe these Articles of Incorporation this

13<sup>th</sup> day of December, 1999.

  
**JOSE ANTONIO CACERES**

**STATE OF FLORIDA  
COUNTY OF DADE**

**I HEREBY CERTIFY** that on this day before me, an officer duly authorized in the State aforesaid to take acknowledgments, personally appeared, JOSE ANTONIO CACERES, to me known to be the person described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

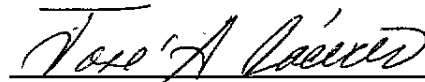
**WITNESS** my hand and official seal in Miami, Dade County, Florida this 3<sup>th</sup> day of December, 1999.

Maria M. Kaba  
NOTARY PUBLIC, State of Florida



**ACKNOWLEDGEMENT OF REGISTERED AGENT**

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.



**JOSE ANTONIO CACERES**

**FILED**

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