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**PROD 10970**

LAZARUS CORPORATE FILING SERVICE, INC.

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(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. P. C. MADRIGAL, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in
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- Mail out
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- Photocopy
- Certified Copy
- Certificate of Status

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

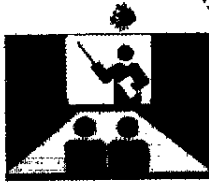
AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



**ARTICLES OF INCORPORATION  
OF  
P.C. MADRIGAL, INC.**

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THE UNDERSIGNED subscribers to these ARTICLES OF INCORPORATION are natural persons competent to contract and hereby form a corporation for profit under chapter 607 of the Florida Statutes.

**ARTICLE 1 ■ NAME**

The name of the corporation is P.C. MADRIGAL, INC.

**ARTICLE 2 PURPOSES OF CORPORATION**

The corporation shall engage in any activity or business permitted under the laws of the UNITED STATES and the STATE OF FLORIDA.

**ARTICLE 3 ■ PRINCIPAL OFFICE**

The address of the principal office is 10760 West Flagler St. Suite # 19, Miami, Florida 33172.

**ARTICLE 4 ■ INCORPORATOR**

The name and street address of the Incorporators are Rodrigo Madrigal whose address is 10760 West Flagler St. Suite # 19, Miami, Florida 33172 and Paula Andrea Cano Alvarez whose address is 10760 West Flagler Street, Suite # 19, Miami, Florida 33172.

**ARTICLE ■ 5 BOARD OF DIRECTORS**

The initial board of directors of the corporation shall be Rodrigo Madrigal, President whose address shall be the same as the principal office of the corporation and Paula Andrea Cano Alvarez, Secretary, whose address shall be the same as the principal office of the corporation.

**ARTICLE 6 ■ CORPORATE CAPITALIZATION**

- 6.1 The maximum numbers of shares that this corporation is authorized to have outstanding at any time is FIVE HUNDRED of COMMON SHARES; each share having the par value of ONE DOLLAR (\$1.00)
- 6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.
- 6.3 The board of directors of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such

- 6.4 consideration as the board of directors may deem advisable subject to such restrictions or limitations, if any, as may be set forth in the by-laws of the corporation.

The board of directors of the corporation may, by articles supplementary classify or reclassify any unused stock from time by setting or changing the preference, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### ARTICLE 7 ■ SUB-CHAPTER ■ S ■ CORPORATION

The corporation may elect to be an ■ S■ corporation, as provided in Sub-Chapter ■ S■ of the Internal Revenue Code of 1986, as amended.

- 7.1 The shareholders of this corporation may elect and, is elected, shall continue such election to be an ■ S■ corporation as provided in Sub-Chapter ■ S■ of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

- 7.2 After this corporation has elected to be an ■ S■ corporation, none of the shareholders of this corporation, without written consent of the other shareholders of this corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the corporation, which will result in the termination or revocation of such election to be an ■ S■ corporation, as provided in Sub-Chapter ■ S■ corporation,

of the Internal Revenue Code of 1986, as amended.

7.3 Once the corporation has elected to be an S corporation, each share of stock issued by this corporation shall contain the following legend.

The shares of stock represent by this Certificate cannot be transferred and such transfer would be taxed under Sub-Chapter S of the Internal Revenue Code of 1986 as amended.

#### ARTICLE 8 ■ POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these ARTICLES OF INCORPORATION.

#### ARTICLE 9 ■ TERM OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE 10 ■ TITLE

The corporation, to the extent permitted by the By-laws, shall be entitled to treat the person whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interested in, such share or right on the part of any other person, whether or not the corporation shall have notice thereof.

**ARTICLE 11 ■ REGISTERED OFFICE AND  
REGISTERED AGENT**

The initial address of the registered office of this corporation is 10760 West Flagler St. Suite # 19, Miami Florida 33172. The name and address of the initial registered agent is Paula Andrea Cano Alvarez whose address is 10760 West Flagler St. Suite # 19, Miami Florida 33172.

In pursuance of Chapter 43.091, Florida Statutes, the following is submitted in compliance with said act.

First, P.C. MADRIGAL, INC. desiring to form a corporation under the laws of the state of Florida with its principal office as indicated in the Articles of Incorporation, at the city of Miami, Florida, County of Dade, has designated Paula Andrea Cano Alvarez, as its Registered agent to accept service of process within this state. Having been named to accept service of process for the above state corporation, at the 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.



Paula Andrea Cano Alvarez

State of Florida

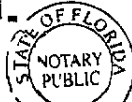
§§

County of Dade

I hereby certify that on this 14<sup>th</sup> day of January, 2000 before me, a Notary Public duly authorized in the State and County name above to take acknowledgments, personally appeared Paula Andrea Cano Alvarez to me known to be the person described as Registered Agent in this document and who executed the foregoing

Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal in the County and State above, this 14<sup>th</sup> day of January, 2000.



JOSE M. GIRIBARTOS  
My Comm. Expires 10/15/03  
Bonded by Service Ins.  
No. CC/5019 ( ) Other I.D.

Jose M. Giribartos - Notary Public

#### ARTICLE 12 ■ BY-LAWS

The board of directors of the corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the by-laws of the corporation, but the affirmative vote of a Number of directors equal to a majority of the number who would constitute a full board of directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the by-laws.

#### ARTICLE 13 ■ EFFECTIVE DATE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin, shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

#### ARTICLE 14 ■ AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, or to add any provision to these Articles of Incorporation or in

any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statutes of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 14<sup>th</sup> day of January, 2000.



Rodrigo Madrigal, President



Paula Andrea Cano Alvarez, Secretary

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