

TRANSMITTAL LEAFLET
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00 FEB 16 AM 9: 41

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Dolphin Professional Polishing, Inc.

(Proposed corporate name - must include suffix)

100003137351--6
-02/16/00--01061--009
*****78.75 *****78.75

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 of Status

\$78.75
Filing Fee
& Certified Copy

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

ADDITIONAL COPY REQUIRED

FROM: Marlene Cruz Morato

Name (Printed or typed)

7155 S.W. 47 Street, Suite 310

Address

Miami, Florida 33155

City, State & Zip

(305) 669-6136

Daytime Telephone number

Marlene Morato GAVE

AUTHORIZATION BY PHONE TO

STATUTE

DATE

DOC. EXAM

PH 2/22/2000

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

W-4628

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dolphin Professional Polishing, Inc.

The undersigned incorporator, for the purpose of forming a corporation for profit under Chapter 607 of the Florida Statutes, hereby subscribes to these Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

Dolphin Professional Polishing, Inc. (hereinafter, "Corporation").

ARTICLE II

NATURE OF BUSINESS

The Corporation shall engage in metal polishing, and any other legal purpose permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock with a nominal or par value that this Corporation is authorized to have outstanding at any time, together with the distinguishing characteristics of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value or nominal value are as follows: One Hundred (100) One Dollar (\$1.00) par value shares and each share having equal rights, privileges and voting power.

The total authorized capital stock of this Corporation is One Hundred Dollars (\$100.00) divided into shares of the par value of One Dollar (\$1.00) each. The amount of capital with

which this Corporation will begin business is One Hundred Dollars. Shares of stock of this Corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor, or services whenever the Board of Directors so authorizes by unanimous consent.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The initial principal office of this Corporation is to be located at 12266 S.W. 195 Terrace, Miami, Florida 33177, and the mailing address is the same.

ARTICLE VI
NUMBER OF DIRECTORS

The number of directors of this Corporation shall be four (4) initially, but may be increased according to the by-laws adopted by the shareholders.

ARTICLE VII
INITIAL DIRECTORS

The name and street address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the by-laws and laws of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

President/Director: Thomas Albarracin

12266 S.W. 195 Terrace, Miami, Florida 33177

Secretary/Director: Alberto Mascaro, Jr.

15490 S.W. 82 Lane, #111, Miami, Florida 33193

Treasurer/Director: Hector Colon

2407 Arthur Street, Hollywood, Florida 33020

Vice-President/Director: Alberto Mascaro, Sr.

2161 S.W. 14 Terrace, #1, Miami, Florida 33145

ARTICLE VIII

AMENDMENTS

The 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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Marlene Cruz Morato
7155 S.W. 47th Street, Suite 310
Miami, Florida 33155

ARTICLE X

REGISTERED AGENT

The registered agent upon whom service of process may be made is:

Marlene Cruz Morato
7155 S.W. 47th Street, Suite 310
Miami, Florida 33155

ARTICLE XI

LIABILITIES OF OFFICERS AND SHAREHOLDERS

The Corporation shall indemnify and hold harmless each officer and each shareholder, trustee, agent, associates or beneficiary thereof, from and against any loss, expense, damage or injury suffered or sustained by it by reason of any acts, omissions or alleged acts or omissions (even if such failure to act constituted the simple negligence of such officer and such shareholder, trustee, agent, associates or beneficiary) arising out of its activities on behalf of the Corporation or in furtherance of the interests of the Corporation, including, but not limited to, any judgments, award, settlement, reasonable attorney's fees and other costs or expenses incurred in connection with the defense of any actual or threatened action, proceeding or claim, if the acts, omissions or alleged acts or omissions upon which such actual or threatened action, proceeding or claims are based were (i) for a purpose reasonably believed to be in the best interests of the Corporation, (ii) within the scope of authority conferred on such indemnified party by these Articles, and (iii) not performed or omitted fraudulently or as a result of the gross negligence or willful malfeasance of such indemnified party.

ARTICLE XII

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 XIII

REGISTERED OWNER (S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is

registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIV

SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE XV

EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI

BYLAWS

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 Bylaws 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 Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this February 14, 2000.

Marlene Cruz Morato

Marlene Cruz Morato, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATION
IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated
in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to
the proper and complete performance of my duties, and I am
familiar with and accept the obligations of my position as
registered agent.

Marlene Cruz Morato

Marlene Cruz Morato

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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