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TRANSMITTAL LETTER

FILED

00 MAY -8 AM 8:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-05/09/00--01022--006
*****87.50 *****87.50

SUBJECT:

The Bayer-Lanza Company
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

check
#1106

☐ \$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: Reynaldo Rouco
Name (Printed or typed)

15501 Miami Lakeway North #104
Address

Miami Lakes, Florida 33014
City, State & Zip

305-364-0818
Daytime Telephone number

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

B. BROWN MAY 10 2000

**ARTICLES OF INCORPORATION
OF
THE BAYER-LANZA COMPANY**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is The Bayer-Lanza Company

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of common stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 15501 Miami Lakeway North, #104, Miami Lakes, Florida 33014 and the name of the initial registered agent at that address is Reynaldo Rouco.

ARTICLE VI - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office is unknown at this time. The mailing address of the Corporation is c/o Reynaldo Rouco, 15501 Miami Lakeway North, #104, Miami Lakes, Florida 33014.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the by laws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is as follows:

Mr. Reynaldo Rouco 15501 Miami Lakeway North, #104, Miami Lakes, Florida 33014.

ARTICLE VIII - INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is Reynaldo Rouco, 15501 Miami Lakeway North, #104, Miami Lakes, Florida 33014.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of directors or the shareholders.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer or director of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles on this 5th day of May, 2000.

By:


Reynaldo Rouco
President

CERTIFICATE OF REGISTERED AGENT
OF
THE BAYER-LANZA COMPANY

That The Bayer-Lanza Company desiring to organize under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation in the city of Miami, County Dade, State of Florida has named Reynaldo Rouco located at 15501 Miami Lakeway North, #104, Miami Lakes, Florida 33014 as its agent to accepts service of process within this State.

ACKNOWLEDGEMENT

Having been named to accepts service of process for the above sated Corporation, at the place designated in this Certificate, the undersigned hereby agree to act in this capacity and agrees to comply with all statutes relating to the proper and complete performance of all required duties, and is familiar with and accepts the obligations of the position as registered agent under Section 607.0505, Florida Statutes.

Dated this 5 th day of May, 2000

By:


Reynaldo Rouco

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COUNTY OF MIAMI
STATE OF FLORIDA
MIAMI LAKES, FLORIDA