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TRANSMITTAL LETTER

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -1 PM 1:56

SUBJECT: BolsaPrivada.Com (Florida) Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400003273954--8

-06/01/00--01075--014

\*\*\*\*\*87.50 \*\*\*\*\*87.50

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: Julio P. Dominguez  
Name (Printed or typed)

7400 S.W. 50th Terrace, Suite 101  
Address

Miami, FL 33155  
City, State & Zip

(305) 661-1122  
Daytime Telephone number

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

*f w/po*

**ARTICLES OF INCORPORATION  
OF  
BOLSAPRIVADA.COM (FLORIDA) INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be BOLSAPRIVADA.COM (FLORIDA) INC.

ARTICLE II

This corporation shall have a perpetual existence, unless and until it shall be determined that, pursuant and in accordance with the procedure as set forth by law, the corporation shall undergo dissolution.

ARTICLE III

To such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes of the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Florida Business Corporation Act or under any act amendatory.

ARTICLE IV

This corporation shall have an authorized issue of one hundred thousand (100,000) shares of Common Stock of no par value and said shares shall be nonassessable and shall contain rights of preemption.

ARTICLE V

This corporation shall commence its business with a capital stock of One-Hundred

and No/100 Dollars (\$100.00).

#### ARTICLE VI

This corporation shall not be limited as to the manner of location of its office or places of business within and without the State of Florida, and in any foreign countries, as may be necessary and convenient but the principal office of the corporation shall be 7400 S.W. 50<sup>th</sup> Terrace, Suite 101, Miami, Florida 33155 and its mailing address shall be 7400 S.W. 50<sup>th</sup> Terrace, Suite 101, Miami, Florida 33155.

#### ARTICLE VII

The names, addresses, number of shares, and value of each share of each subscriber to this Certificate of Incorporation are as follows:

JULIO P. DOMINGUEZ  
7400 S.W. 50<sup>th</sup> Terrace, Suite 101  
Miami, Florida 33155

100,000 shares

#### ARTICLE VIII

Every shareholder, upon the sale for cash of any stock of this corporation of the same kind, class or series as that which he already holds, shall have the 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 IX

The street address of the initial registered office of this corporation is 7400 S.W. 50<sup>th</sup> Terrace, Suite 101, Miami, Florida 33155, and the name of the initial registered agent of this corporation is JULIO P. DOMINGUEZ.

#### ARTICLE X

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than two. The names and addresses of the initial directors of this corporation are:

JULIO P. DOMINGUEZ  
7400 S.W. 50<sup>th</sup> Terrace  
Suite 101  
Miami, Florida 33155

JOSE M. DE LA HOZ  
2121 Ponce de Leon Boulevard  
Suite 420  
Coral Gables, Florida 33134

#### ARTICLE XI

The business of this corporation shall be managed by a Board of Directors of not less than two (2) directors, who shall be subject only to such limitations as may be provided by this Certificate of Incorporation or an amendment thereof. Such Board of Directors shall have full control over the affairs of the corporation and may authorize the exercise of all its corporate powers; a majority of the Board of Directors of the corporation, at a meeting duly assembled, shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors. It shall not be necessary for directors to be stockholders. Subject to the By-Laws, if any, adopted by the stockholders, the directors may make the By-Laws of the Corporation directors' meetings which may be held without or within the State.

#### ARTICLE XII

This corporation may have a chairman, who shall be a director; a president, who shall be a director; a secretary and a treasurer, and one or more vice presidents. They shall be chosen by the Board of Directors and shall hold their offices until their successors are chosen and qualified. This corporation may have more than one assistant secretary, and assistant treasurers, who need not be directors and such officers, agents and factors as may be deemed necessary. All officers, agents, and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws and determined by the Board of Directors. Any person may hold two or more offices. The officers are as follows:

Julio P. Dominguez

President/Secretary/Treasurer

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its franchises or any property or assets essential to its corporate business, upon such terms and conditions as its Board of Directors

deem expedient when and as authorized by the affirmative vote of stockholders or record-holding stock in the corporation entitling them to exercise at least a majority of the voting power on a proposal to sell, lease or exchange all the property and assets of the corporation, given at a stockholders' meeting called for the purposes aforementioned, or when authorized by the written consent of the stockholders of record holding stock in the corporation entitling them to exercise fifty-one (51) percent of the voting power on such proposal.

#### ARTICLE XIII

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIV

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE XV

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.


#### ARTICLE XVI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right, conferred upon the shareholders is subject to this reservation.

#### ARTICLE XVII

The provisions of this Charter, and each and every Article and section hereof, and the By-Laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Each person associated and/or corporation dealing with this corporation is charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30<sup>th</sup> day of May, 2000.

  
Julio P. Dominguez  
Incorporator

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.

  
Julio P. Dominguez  
Registered Agent

Date: 5/30/2000

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