

Charter Number Only

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CORPORATION(S) NAME

DOLCINE International LTD, Inc

- ☒ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
- ☐ Amendment
☐ Dissolution
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of Registered Agent
☐ Certificate Under Seal
☐ After 4:30
☒ Pick Up
☐ Mail Out

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CERTIFIED COPY

00 AUG -9 AM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA
00 AUG -9 AM 9:37
RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

DOLCINE INTERNATIONAL LTD, INC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is DOLCINE INTERNATIONAL LTD, INC

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 share(s) of common stock with a par value of one dollar.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VII - PRINCIPAL OFFICE AND INITIAL
REGISTERED OFFICE AND AGENT

The street address of principal office and initial registered office of this corporation is 12041 NW 22nd Place, Miami, Florida 33167 and the name of the initial registered agent of this corporation, at that address is Rochambeau Dolcine who by his signature affixed below accepts this office.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of director(s) may be increased from time to time by the bylaws. The name and address of the initial director of this corporation is:

NAME	ADDRESS
ROCHAMBEAU DOLCINE	12041 NW 22 nd Place Miami, Florida 33167

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these articles is:

NAME	ADDRESS
Rochambeau Dolcine	12041 NW 22 nd Place Miami, Florida 33167

ARTICLE X - BYLAWS

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

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount set opposite his name(s):

NAME	NUMBER OF SHARES
ROCHAMBEAU DOLCINE	100

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than five hundred dollars.

ARTICLE XIII-MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS, RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE XVII - LIMITATION ON POWERS OF COMMITTEES

In addition to other limitation, imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVIII - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XIX - MEETINGS BY CONFERENCE TELEPHONE

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 XX - REDUCTION IN STATED CAPITAL

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 XXI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXII - SUB CHAPTER "S"

AND 1244 STOCK

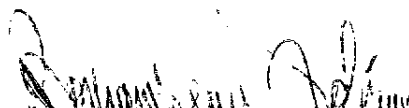
It is the intention of the undersigned corporation to consent to the election under Internal Revenue Code, Section 1372(a) and to be treated as a "Small Business Corporation: and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXIII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles
of Incorporation on the 4 day of August, 2000


ROCHAMBEAU DOLCINE
INCORPORATOR


ROCHAMBEAU DOLCINE
REGISTERED AGENT

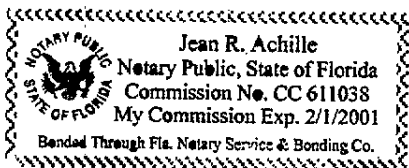
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county
set forth above, personally appeared ROCHAMBEAU DOLCINE known to me and known
by me to be the person(s) who executed the foregoing Articles of Incorporation and they
acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
state and county aforesaid, this 4 day of August, 2000


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

Dolcine International Ltd, Inc, a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 12041 NW 22nd Place, Miami, Florida 33167, State of Florida, has named Rochambeau Dolcine located at 12041 NW 22nd Place, Miami, Florida 33167, State of Florida, as its agent to accept service of process within this State.

OFFICERS AND DIRECTORS:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
Rochambeau Dolcine	President Treasurer	12041 NW 22 nd Place Miami, Florida 33167
Rochambeau Dolcine	Vice President Secretary	12041 NW 22 nd Place Miami, Florida 33167

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


Rochambeau Dolcine

FILED
00 AUG -9 AM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA