

# P00000081881

## Florida Department of State

Division of Corporations

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EFFECTIVE DATE

8-25-00

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**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY

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## FLORIDA PROFIT CORPORATION OR P.A.

### MICHELANGELI & TIBANEAR CORP.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
MICHELANGELI & TIBANEAR CORP.

EFFECTIVE DATE  
8-25-00

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation is MICHELANGELI & TIBANEAR CORP.  
The principal office of the corporation is at: 10001 SW 53<sup>rd</sup> St.,  
Miami, Florida 33165

ARTICLE II-DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III--PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV--STATED CAPITAL

The corporation is authorized to issue 1000 shares of one Dollar(s) (\$1.00) per value common stock.

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Each outstanding share, regardless of class, shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V- BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors

Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose may be exercised and performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have (2) directors initially. The number of directors may hereafter be increased or decreased from

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time to time in accordance with the By-Laws of the corporation.

The names and street address of the initial Director who shall hold office are :

Norlan Tibanear, PRESIDENT/SECRETARY, 10001 SW 53<sup>rd</sup> St., Miami, Fl 33165.

Giancarlo Michelangeli, VICE-PRESIDENT/TREASURER, 4801 NW 7<sup>th</sup> St., Apt. 606, Miami, Fl 33126.

#### ARTICLE VI-BY LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE VII-AMENDMENT

The 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 VIII-INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is:

Norlan Tibanear, 10001 SW 53<sup>rd</sup> St., Miami, Fl 33165.


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ARTICLE IX-INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered officer of the corporation shall be the same as the principal office of the Corporation and the name of the initial registered agent is Norlan Tibanear.

IN WITNESS WHEREOF, the undersigned as incorporator do hereby execute these Articles of Incorporation, this 25<sup>th</sup> day of August, 2000.

 (SEAL)  
NORLAN TIBANEAR, President

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments personally appeared Norlan Tibanear known to me to have executed the foregoing

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Articles of Incorporation and who acknowledged that he executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of August, 2000, at Miami, Dade County, Florida.

Nallive Casanovas

NOTARY PUBLIC, My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST THAT, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED NORLAN TIBANEAR, LOCATED AT 10001 SW 53<sup>rd</sup> St., Miami, FL 33165, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: \_\_\_\_\_

Norlan Tibanear  
NORLAN TIBANEAR, PRESIDENT

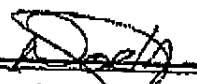
Date: August 25<sup>th</sup>, 2000

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE  
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



NORLAN TIBANEAR, REGISTERED AGENT

DATE: August 25, 2000

Prepared by: Hilario F. Gonzalez, Attorney at Law

Bar No. 250945

1925 Brickell Ave. Ste. D301, Miami, Fl 33129

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