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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## LAZARUS CORPORATE FILING SERVICE

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(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BANDEIRA CORP.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

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Examiner's Initials

PH

1/12/01

**ARTICLES OF INCORPORATION**

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**ARTICLE I - NAME**

The name of this corporation is:

**BANDEIRA CORP.**

With the principal place of business located at:

**18051 Biscayne Blvd. Aptm. #505  
Tower 1 North.  
Aventura Fl. 33160**

**ARTICLE II - PURPOSE**

This corporation shall have the perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

**ARTICLE V - INITIAL REGISTERED OFFICE**

The street address of the registered office of this corporation is:

**18051 Biscayne Blvd. Aptm. #505  
Tower 1 North. Aventura Fl. 33160**

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by law.

The initial director of this Corporation is:

**MARGARITA L. MORENO** \_\_\_\_\_ **CC-51908084**

**ARTICLE VII – INCORPORATOR**

The name and address of the person signing this articles is:

**MARGARITA L. MORENO**  
**18051 Biscayne Blvd. Aptm. #505**  
**Tower 1 North. Aventura Fl. 33160**

**ARTICLE VII – RESTRICTION ON THE TRANSFER OF STOCKS**

Shares of capital stock of this Corporation shall be issued initially to the following people in the amount set opposite their names:

**MARGARITA L. MORENO** \_\_\_\_\_ **1000 Shares**  
**18051 Biscayne Blvd. Aptm. #505**  
**Tower 1 North. Aventura Fl. 33160**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others 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 the shareholders and this corporation.

**ARTICLE IX - INDEMNIFICATION**

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

**ARTICLE X - MANAGEMENT OF CORPORATION 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 director of, shareholders of this corporation.

**ARTICLE XI - BY LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the **Board of Directors** and the **Shareholder**.

In witness whereof, the undersigned incorporator has executed these articles of incorporation this **10th** Day of **January** of **2001**.

  
\_\_\_\_\_  
**MARGARITA L. MORENO**  
Director

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**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**BANDEIRA CORP.**

2. The name and address of the registered agent and office is:

Name: MARGARITA L. MORENO  
Address: 18051 Biscayne Blvd. Aptm. #505  
Tower 1 North. Aventura Fl. 33160.  
City/State: Ventura, Fl. 33160

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.

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



DATE: \_\_\_\_\_

01/10/01