

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. D & M AMERICAN WELDING CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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

01 MAR 22 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 MAR 22
DIVISION OF CORPORATIONS

Examiner's Initials

2 **Articles of Incorporation**

3 of

4 "D & M AMERICAN WELDING CORPORATION"

5 (a corporation for profit)

6
7 WE, the undersigned subscribers to these Articles of Incorporation, each
8 a natural person competent to contract, hereby associate themselves together
9 in order to form a CORPORATION FOR PROFIT under the provisions of § 607
10 of the Florida Statutes, with all the powers, rights, privileges, and immunities;
11 and to that end we do, by these Articles, set forth:

12
13 **ARTICLE I - NAME, ADDRESS AND AGENT**

14
15 The name of this corporation shall be:

16 "D & M AMERICAN WELDING CORPORATION"

17 (hereinafter referred to as "the corporation"). Its ^{and Principal Office} Registered Office shall be
18 located at 11200 N.W. So. River Drive, MEDLEY, FLORIDA 33178-1137.

19 and its Registered Agent shall be Mr. Osvadi MARRERO

20
21 **ARTICLE II - TERM OF EXISTENCE**

22 The corporation's term of existence or duration shall be perpetual.

23
24 **ARTICLE III - PURPOSES**

25 The general nature of the business, objectives, and purposes to be
26 transacted and carried on are to do any and all things allowed and permitted to
27 be done by corporations under the Laws and Constitution of the State of Florida.
28

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2 **ARTICLE IV - STOCK**

3
4 The stock of this Corporation shall be divided into ONE THOUSAND
5 (1,000.-) shares of stock of a par value of ONE --- and no/100 Dollars
6 (\$ 1.00) per share, all of one class, namely, Common Stock, and having an
7 aggregate value of ONE THOUSAND ----- and no/100 Dollars
8 (\$ 1,000, .00). All said stocks shall be payable in cash, property, labor or
9 services, at a just valuation to be fixed by the Board of Directors; property, labor
10 or services may be purchased or paid for with the capital stock, at a just
11 valuation to set by the Board of Directors.

12
13 **ARTICLE V - CAPITAL**

14
15 The amount of capital with which this corporation shall begin business
16 shall be no less than ONE THOUSAND ----- and no/100 Dollars (\$ 1,000.00).

17 **ARTICLE VI - DIRECTORS**

18
19 The number of directors of the Corporation shall not be less than two(2)
20 or more than fifteen(15), or as provided in the Bylaws of this corporation.

21
22 **ARTICLE VII - BOARD OF DIRECTORS**

23 The names and addresses of the persons who are to serve as Directors
24 for the ensuing year, or until the first annual meeting of the corporation, are:
25
26
27
28

2

3 NAME(S) ADDRESSES

4

5 Mr. Osvadi MARRERO..... 11200 N.W. So. River Drive
6 MEDLEY, FLORIDA 33178-1137.-

7 Mr. Alexander DIAZ..... 11200 N.W. So. River Drive
8 MEDLEY, FLORIDA 33178-1137.-

9

10

11 a) Members of the Board of Directors shall be elected and hold office
12 in accordance with the By-Laws;

13 b) The business affairs of this corporation shall be managed by the
14 Board of Directors; and

15 c) The Board of Directors shall be shareholders in the Corporation.

16

17

18 ARTICLE VIII - OFFICERS

19 a) This corporation shall have the following officers:

20

- 21 1) a President;
22 2) a Vice-President;
23 3) a Secretary; and
24 4) a Treasurer.

25 b) A person may hold two or more offices;

26 c) The Board of Directors shall, by majority vote, elect the persons who
27 are to serve as officers for the ensuing year in their annual meeting or as
28 provided in the By-Laws; and

d) The names of the persons who are to serve as officers of this corporation until the first annual meeting of the Board of Directors are as follows:

<u>NAMES</u>	<u>OFFICES</u>
Mr. Osvadi MARRERO.....	President
Mr. Alexander DIAZ.....	Vice-President
Mr. Alexander DIAZ.....	Secretary
Mr. Osvadi MARRERO.....	Treasurer

ARTICLE IX - SUBSCRIBERS

The names, addresses, and numbers of shares of Common Stock each of the Subscribers to these Articles agreed are as follows:

<u>NAMES AND ADDRESSES</u>	<u>NUMBER OF SHARES</u>
Mr. Osvadi MARRERO 11200 N.W. So. River Drive <u>MEDLEY, FLORIDA 33178-1137.-</u>	<u>Five (500) hundred shares</u>
Mr. Alexander DIAZ..... 11200 N.W. So. River Drive <u>MEDLEY, FLORIDA 33178-1137.-</u>	<u>Five (500) hundred shares</u>

2 **ARTICLE X - BY-LAWS**

3
4 The Board of Directors of this Corporation may provide such By-Laws for
5 the conduct of its business and the carrying out of its purpose as they may
6 deem necessary from time to time.


7 Upon proper notice, the By-Laws may be amended, altered, or rescinded
8 by a two-thirds ($\frac{2}{3}$) vote of those members of the Board of Directors present at
9 any regular meeting or special meeting call for that purpose.


10
11 **ARTICLE XI - AMENDMENTS**

12 These Articles of Incorporation may be amended at a special meeting of
13 the Shareholders called for that purpose, by a two-thirds ($\frac{2}{3}$) vote of the
14 Shareholders.

15 Further, amendments to these Articles of Incorporation may be made at
16 a regular meeting of the Shareholders upon notice, as provided by in the By-
17 Laws, of intention to submit such amendments, and approval by a two-thirds
18 ($\frac{2}{3}$) vote of the Shareholders.

19 WE, the undersigned subscribing Incorporators, have hereunto set our
20 hands and seals, this _____ day of MAR 19 2001, A.D. 2001, for the
21 purpose of forming this Corporation for Profit under § 607 of the Florida
22 Statutes.

23  Osvaldo Marrero (L.S.)

24  Alexander Diaz (L.S.)
25
26
27
28

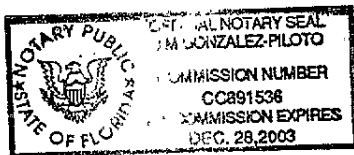
2 **ACKNOWLEDGEMENT**

3 STATE OF FLORIDA)
4) ss:
5 COUNTY OF DADE)

6 BEFORE ME, the undersigned authority, a Notary Public in and for the
7 State of Florida at Large, duly qualified and commissioned by the Governor and
8 Secretary of State of the aforementioned State, by virtue of the authority granted
9 to me by the Laws and Constitution of the aforementioned State, personally
appeared Mr. Osvadi MARRERO and Mr. Alexander DIAZ.-----

10 -----
11 to me known to be the persons described in as Subscribers and who executed
12 the foregoing ARTICLES OF INCORPORATION, and they acknowledged
13 before me that they executed and subscribed the same.

14 IN TESTIMONY WHEREOF, I have hereunto set my hand and attached
15 my official seal of office, this _____ day of MAR 19 2001, A.D. 2001,
16 in the City of Miami, County of Dade, State of Florida.



22
23
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28

J. M. Gonzalez-Piloto
Mr. J. M. Gonzalez-Piloto
Notary Public
State of Florida
Commission Number: CC891536.---

My commission expires: December 28, 2003.-

1 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
2 THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING REGISTERED
3 OFFICE AND REGISTERED AGENT UPON WHOM PROCESS MAY BE
4 SERVED.

5
6 In compliance with § 607.034, Florida Statutes, the following is submitted:

7 First — That "D & M AMERICAN WELDING CORPORATION"
8

9 desiring to organize under the Laws of the State of Florida with its principal
10 office, as indicated in the Articles of Incorporation, in the City of MEDLEY,
11

12 County of MIAMI-DADE, State of Florida, has named Mr. Osvadi MARRERO
13

14 in the City of MEDLEY, County of Dade, State of Florida, as its registered
15 agent to accept services of process within the State of Florida.
16
17
18
19

20 ACCEPTANCE:

21 Having been named to accept service of process for the above stated
22 corporation, at the place designated in this certificate, I hereby accept to act in
23 this capacity, and agree to comply with the provisions of said Act, relative to
24 keeping open said office.
25

26 by: Mr. Osvadi MARRERO
27

28

Registered Agent for

"D & M AMERICAN WELDING CORPORATION"
11200 N.W. So. River Drive
MEDLEY, FLORIDA 33178-1137

Phone: (305) 863-7228.-

01 MAR 22 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA