

TRANSMITTAL LETTER

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

Subject:

HILARIO CRUZ CONSTRUCTION INC.

(Proposed Corporate name - must include suffix)

Enclosed is an original on (1) copy of the articles of incorporation and check for:

☐ \$ 70.00 ☐ \$ 78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

From:

BRAZILIAN HELP CENTER

Name (Printed or typed)

739 E. ATLANTIC BLVD.

Address

POMPANO BEACH , FL - 33060

City, State & Zip

(954) 942-6695 and (954) 942-0746, FAX: (954) 942-6608

Daytime Telephone Number

800004043328--8
-04/23/01--01058--015
*****78.75 *****78.75

FILED
01 MAY -8 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

G. BULLOCK MAY - 8 2001

2001-9362

9



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 25, 2001

BRAZILIAN HELP CENTER
739 E ATLANTIC BLVD
POMPANO BEACH, FL 33060

SUBJECT: HILARIO CRUZ CONSTRUCTION, INC.
Ref. Number: W01000009362

We have received your document for HILARIO CRUZ CONSTRUCTION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

IN ARTICLE VII THE CORPORATION NAME IS LISTED, PLEASE GIVE A PERSONS NAME AND WHAT THAT PERSON TITLE IS.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist
New Filing Section

Letter Number: 401A00024485

**ARTICLES OF INCORPORATION
OF
HILARIO CRUZ CONSTRUCTION, INC**

FILED
01 MAY -8 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under CHAPTER 607
of the laws of State of Florida .

ARTICLE I.
NAME

The name of the corporation shall be ,**HILARIO CRUZ CONSTRUCTION
INC**, and the principal office of this corporation shall be 3728 VICTORIA DRIVE , in
the city of **W. PALM BEACH** , state of **FLORIDA**, and zip code 33405-0000, and the
mailing address shall be the same.

ARTICLE II.
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business
permitted under the laws of the United States, the State of Florida or any other state,
county, territory or nation.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to
have outstanding at any one time is one thousand (1000) shares of commom stock having
one (\$ 1.00) dollar par value per share .

ARTICLE IV.
ADDRESS

The street address of the initial registered office of this corporation shall be **HILARIO CRUZ CONSTRUCTION, INC, 3728 VICTORIA DRIVE** , in the city of **WEST PALM BEACH** , Broward county, state of **FLORIDA**, and zip code **33405-0000**, and the name of the initial

registered agent of this corporation at that address is **HILARIO CRUZ**

ARTICLE V.
TERMS OF EXISTENCE

This corporation is to exist perpetually .

ARTICLE VI.
DIRECTORS

All corporate power shall be exercised by or under the authority of **HILARIO CRUZ CONSTRUCTION , INC**, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation . this corporation shall have one (1) Director, initially .The number of Director may be either increased or decreased from time to time by amendment of the By Laws of the corporation in the manner provided by law, but shall never be less than one (1).The name (s) and street address (es) of the initial member (s) of the Board of Director (s) are :

HILARIO CRUZ CONSTRUCTION
3728 VICTORIA DRIVE
WEST PALM BEACH ,FL 33405-0000

JOSE SANTOS CRUZ
3728 VICTORIA DRIVE
WEST PALM BEACH , FL 33405-0000

ARTICLE VII.
OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first (1 st) year of the corporation, or until their successors are elected or appointed are

**HILARIO CRUZ
INCORPORATOR.
3728 VICTORIA DRIVE
WEST PALM BEACH ,FL 33405-0000**

ARTICLE VIII.
INCORPORATOR

The name and street address of the incorporater to these Articles of incorporation is :

**HILARIO CRUZ
3728 VICTORIA DRIVE
WEST PALM BEACH ,FL 33405-0000**

ARTICLE IX.
BY LAWS AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE X.
INDENTIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officers or director, in the manner set out any provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE XI.
INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII.
AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the stockholders and Directors, in the manner provided by the Florida Statutes.

ARTICLE XIII.
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholders who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt

of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre emptive rights. The right may also be waived by affirmative written waive submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIV. **DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between a corporation and one or more of Its directors, or between a corporation and any other corporation, firm, association or other entily, in which one or more of its directors are directors of officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose :

1. If the fact or such commom directorship, officership or financial interest is disclosed or know to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or know to the shareholders entiled to vote thereon, and such contract or transaction is approved by vote of the shareholders ; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence

ARTICLE XV.
INFORMAL ACTION OF SHAREHOLDERS

Any action of shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, The undersigned agent of has hereunto set his hand and seal this 16TH day of APRIL , 2001 .

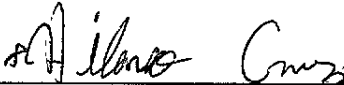
JOSE Santos CRUZ
By: JOSE SANTOS CRUZ
INCORPORATOR

FILED
01 MAY -8 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

HILARIO CRUZ, an individual , and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts

the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


By: **HILARIO CRUZ**
Its Agent , President