

PD1000048824

arcalube inc

9157C S.W. 23 St. Suit 102

Ft Lauderdale, FL. 33324

Ph:(954) 452 7433

FILED  
01 MAY 10 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-05/10/01--01087--020  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Subjet: arcalube inc.

Enclosed is an original and one copy of the articles of incorporation and a check  
for:

Filling Fee

Certified Copy

&Certificate of Status \$ 87.50

From: Manuel D Serrano  
9157C S.W. 23 St, Suit 102.  
Ft Lauderdale, FL. 33324  
Ph: (954) 452 7433

  
Manuel D Serrano

D. BROWN MAY 16 2001

**ARTICLES OF INCORPORATION  
OF ARCALUBE, INC.**

**FILED**  
01 MAY 10 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this Corporation is Arcalube, Inc. 9157C S.W. 23 St. Suit 102  
Ft Lauderdale, FL. 33324

**ARTICLE II**

**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a) To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b) To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c) To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein-before enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. the date on which corporate existence shall begin is the date on which these articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This Corporation is authorized to issue, 10,000 shares of \$1.00 per value common stock, which shall be designated "common shares."

## ARTICLE V

### **PREEMPTIVE RIGHTS**

Every shareholder of Common Shares, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which such new stock is offered to others.

## ARTICLE VI

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 9157C SW 23<sup>rd</sup> Street Suite: 102 Ft. Lauderdale, FL 33324 and the name of the initial registered agent of this Corporation at that address is Manuel D. Serrano.

## ARTICLE VII

### **INITIAL BOARD OF DIRECTORS**

The Corporation shall have one director. The number of directors may be either increased or diminished from time to time by the by-Laws, but shall never be less than one. The name and address of the initial director of this corporation is Manuel D. Serrano, 9157C SW 23<sup>rd</sup> Street Suite: 102 Ft. Lauderdale, FL 33324.

## ARTICLE VIII

### **DIRECTORS QUORUM AND VOTING**

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of an majority of the directors present and voting, shall be the act of the Board of Directors.

## ARTICLE IX

### **VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote for of a majority of the shareholders of this corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

## ARTICLE X

### **CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

## ARTICLE XI

### **AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

## ARTICLE XII

### **POWERS**

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

## ARTICLE XIII

### **DIVIDENDS**

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

**ARTICLE XIV**  
**IDEMNIFICATION**

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**ARTICLE XV**  
**INCORPORATOR**

The name and address of the person signing these Articles is:

Manuel D. Serrano  
9157C SW 23<sup>rd</sup> Street Suite: 102  
Ft. Lauderdale, FL 33324

IN WITNESS WHEREOF, the undersigned subscriber has executed  
These Articles of Incorporation on this 7<sup>th</sup> day of May, 2001.

  
\_\_\_\_\_  
Manuel D. Serrano

# ACKNOWLEDGMENT

STATE OF FLORIDA       )  
                                  SS  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgments in state and county set forth above, personally appeared Manuel D. Serrano, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed seal in the State and County aforesaid, this 7<sup>th</sup> day of May, 2001.

  
\_\_\_\_\_  
Notary Public, State of Florida  
AT LARGE

My Commission Expires:

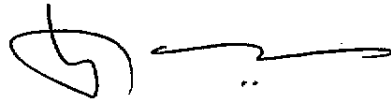


Yaneth A Mancuso  
My Commission CC998036  
Expires January 31, 2005

**ACKNOWLEDGMENT OF REGISTERED AGENT**

**FILED**  
**01 MAY 10 AM 11:26**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, having been named as Registered Agent for ARCALUBE, Inc., at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.



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Manuel D. Serrano