

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : KALKAS BUSINESS SERVICES  
Account Number : I19980000015  
Phone : (305)577-9716  
Fax Number : (305)577-9718

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Virna Smith Corporation

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 03      |
| Estimated Charge      | \$70.00 |

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ARTICLES OF INCORPORATION OF

Virna Smith Corporation

(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

Virna Smith Corporation

with the principal place of business located at:

131 SW 117 Ave, #208  
Pembroke Pines, FL 33025

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ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock of no par value each share.

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:

245 SE 1<sup>st</sup> Street, Suite 311  
Miami, FL 33131

The name of the initial Registered Agent of this corporation is:

Martti Kalkas

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*[Handwritten signature]*

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**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. 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 (1). The initial director of this corporation is:

Vima Maria Smith Soares Dutra; President  
131 SW 117 Ave, #208, Pembroke Pines, FL 33025

Therezinha de Maria Marinho de Carvalho Smith  
131 SW 117 Ave, #208, Pembroke Pines, FL 33025

**ARTICLE VII - INCORPORATORS**

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

Vima Maria Smith Soares Dutra  
131 SW 117 Ave, #208, Pembroke Pines, FL 33025

**ARTICLE VIII - INDEMNIFICATION**

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

**ARTICLE IX - MANAGEMENT OF CORPORATION BY 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, or shareholders of this corporation.

**ARTICLE X - BY-LAWS**

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 3<sup>rd</sup> day of August 2001.

  
Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the Virna Smith Corporation desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Broward State of Florida, has appointed

Martti Kalkas  
245 SE 1<sup>st</sup> Street, Suite 311  
Miami, FL 33131


as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the

Virna Smith Corporation

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 3<sup>rd</sup> day of August 2001.

  
\_\_\_\_\_  
Registered Agent

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