

TRANSMITTAL LETTER

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

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SUBJECT: APD Solutions, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

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

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

FROM: Manuel Justo
Name (Printed or typed)

1021 NW 135 Ct
Address

Miami, FL 33182
City, State & Zip

(305) 227-2902
Daytime Telephone number

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 20 AM 9:12

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

Article of Incorporation

Pursuant to Chapter 607 or 621 F.S., the articles of incorporation must set forth the following:

Article I:

CORPORATION NAME:

Legal Name: **APD Solutions, Inc.**
Trade Name: **APD Solutions, Inc.**

Article II:

PRINCIPAL PLACE OF BUSINESS:

The address where the corporation's principal place of business will be located at

Street Address: **1021 NW 135 Ct**
City, State, Zip: **Miami, Fl. 33182**
County: **USA**
Telephone: **(305) 227-2902**

Mailing Address: **1021 NW 135 Ct**
City, State, Zip: **Miami, Fl. 33182**

Article III:

BUSINESS ACTIVITIES:

This corporation will begin on January 01, 2002, with an initial number of employees of approximately 4, and anticipated first year gross revenues of approximately \$350,000.00.

The primary activities of the corporation can be described as follows: Analyze, Propose and Develop solutions for businesses web sites.

GEOGRAPHICAL AREA OF BUSINESS OPERATIONS:

The business will conduct its operations in the following geographical area: Miami-Dade and Broward Counties.

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Article IV:

STOCK:

The corporation will authorize the following number of shares: 1,000 (one thousand)

The shares will be: no par value

The shareholders will have preemptive rights with respect to additional shares of stock sold by the corporation.

The shareholders will be required to first offer their shares to the corporation before selling to other parties.

FISCAL YEAR:

The fiscal year of the corporation will end each year on December 31.

Article V:

DIRECTOR

The following persons will be the initial directors of the corporation:

Name: Rene Barreras, Jr.
Address: 14085 SW 103 Terrace
City, State, Zip: Miami, FL 33186
Telephone: (305)408-8434

Name: Manuel Justo
Address: 1021 NW 135 Court
City, State, Zip: Miami, FL 33182
Telephone: (305)227-2902

Name: Maria C. Vera
Address: 12523 NW 11 Lane
City, State, Zip: Miami, FL 33182
Telephone: (305)454-1249

Name: Maria Gandarillas
Address: 10120 NW 54 Terrace
City, State, Zip: Miami, FL 33178
Telephone: 305-559-4829

The directors will not be personally liable to the corporation or its shareholders for obligations arising out of the performance of the directors' duties.

OFFICERS:

The following persons will be elected to fill the respective offices:

President: Rene Barreras
Address: 14085 SW 103 Terrace
City, State, Zip: Miami, F3 33186
Telephone: (305) 408-8434

Vice President: Manuel Justo
Address: 1021 NW 135 Ct
City, State, Zip: Miami, FL 33182
Telephone: (305) 227-2902

Treasurer: Maria C. Vera
Address: 12523 NW 11 Lane
City, State, Zip: Miami, FL 33182
Telephone: (305) 454-1249

Secretary: Maria Gandarillas
Address: 10120 NW 54 Terrace
City, State, Zip: Miami, FL 33178
Telephone: (305) 599-4829

The corporation will defend the directors and officers against lawsuits.

Business transactions between the corporation and its officers and directors will be allowed.

Instruments, which relate to an interest in real estate must be signed by the following:

President or Vice-President and Secretary or Treasurer

The officers are authorized to do the following:

Open a corporate bank account, obtain a bank loan, and elect Subchapter "S" tax status

SHAREHOLDERS:

ADP Solutions, Inc. will issue an original 1,000 (one thousand) shares in which is going to be distribute as follow:

Name: Manuel Justo
Address: 1021 NW 135 Ct
City, State, Zip: Miami, FL 33182
Telephone: (305) 227-2902
Percentage ownership of corporation: 0.25%

Name: Rene Barreras, Jr.
Address: 14085 SW 103 Terrace
City, State, Zip: Miami, FL 33186
Telephone: (305) 408-8434
Percentage ownership of corporation: 0.25%

Name: Maria C. Vera
Address: 12523 NW 11 Lane
City, State, Zip: Miami, FL 33182
Telephone: (305) 454-1249
Percentage ownership of corporation: 0.25%

Name: Maria Gandarillas
Address: 10120 NW 54 Terrace
City, State, Zip: Miami, FL 33178
Telephone: (305) 599-4829
Percentage ownership of corporation: 0.25%

VOTING:

All matters that require a vote of shareholders shall be approved by a simple majority vote.

Action may be taken without a meeting if a simple majority of the shareholders consent to the action in writing.

An amendment to the bylaws shall be approved by a simple majority vote.

MEETINGS:

Shareholder meetings will be held at the principal place of business unless otherwise specified in a notice to the shareholders.

ORGANIZATIONAL EVENTS:

Date of first annual shareholders meeting: December 05, 2001

Time: 1:30PM

Location: 1021 NW 135 Ct

FRINGE BENEFITS:

The owners are interested in establishing the following:

Health care plan for employees

Life insurance benefits for employees

SEAL:

The corporation will not have a corporate seal.

Article VI:

REGISTERED AGENT:

The name and address of the registered agent of the corporation is:

Name: Manuel Justo
Company Name: APD Solutions, Inc
Address: 1021 NW 135 Ct
City, State, Zip: Miami, FL 33182
Telephone: (305)227-2902

Article VII:

INCORPORATOR.

Manuel Justo
Vice-President
APD Solutions, Inc
1021 NW 135 Court
Miami, Florida. 33182

Manuel Justo
Manuel Justo Incorporator/Registered Agent
Vice-President
APD Solutions, Inc.

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