

**P02000055041**

OFFICE ONLY DOCUMENT #

**LAZARUS CORPORATE FILING SERVICE**

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MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

600005557876--3  
-05/17/02--01059--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. FLUIDS & LOGISTICS INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in   
  Pick up time 2:00   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

RECEIVED  
 02 MAY 17 PM 12:48  
 DIVISION OF CORPORATION

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

FILED  
 02 MAY 17 PM 1:18  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

Examiner's Initials

**CERTIFICATE OF INCORPORATION**  
**OF**  
**FLUIDS & LOGISTICS INC.**

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**FILED**  
02 MAY 17 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WE, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

**ARTICLE ONE**

**THE NAME of the Corporation shall be:**

**FLUIDS & LOGISTICS INC**

**THE CORPORATION may engage in any activity or business permitted under the laws of the United States and of the State of Florida.**

**ARTICLE TWO**

THE MAXIMUM number of shares of stock which the corporation shall have outstanding at any time, shall be 100 shares of stock which shall be common stock at par value of \$1.00 per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

**ARTICLE THREE**

THIS CORPORATION shall begin business with a minimum capital in the amount of ONE HUNDRED DOLLARS AND 00/1.00 (\$100.00)

**ARTICLE FOUR**

THE CORPORATION shall have perpetual existence.

**ARTICLE FIVE**

THE PRINCIPAL office of the Corporation shall be located at:

1541 Brickell Avenue, # 604  
Miami, Florida 33129

OTHER OFFICES for the transaction of business may be located wherever the Directors may deem necessary or expedient.

**ARTICLE SIX**

THE BUSINESS of the Corporation shall be managed by a Board of Directors, who need not be stockholders of the Corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the By-Laws.

**ARTICLE SEVEN**

THE NAMES and post office addresses of the members of the First Board of Directors and Officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

**BOARD OF DIRECTORS**

**Dario Diez Velez**  
**1541 Brickell Avenue, # 604**  
**Miami, Florida 33129**

**OFFICERS**

Dario Diez Velez - President, Vice-President, Secretary and Director

**ARTICLE EIGHT**

THE NAMES and post office addresses of each of the subscribers to this Certificate of Incorporation are as follows:

Dario Diez Velez  
1541 Brickell Avenue, # 604  
Miami, Florida 33129

**ARTICLE NINE**

THIS CORPORATION shall have full power to carry on and transact each or all of the businesses enumerated in Article One of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

**ARTICLE TEN**

THIS CORPORATION shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

**ARTICLE ELEVEN**

UPON ELECTION of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Certificate otherwise provided by the By-Laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors

at or before the time of issuance thereof.

**ARTICLE TWELVE**

THE CORPORATION shall designate Dario Diez Velez with offices located 1541 Brickell Avenue, # 604, Miami, Florida 33129 its duly authorized Registered Agent to be in charge of the Corporate Registered Office as required by State Law.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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IN PURSUANCE of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said Act:

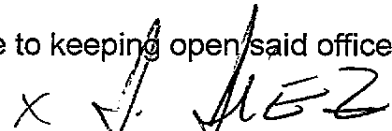
**FLUIDS & LOGISTICS INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named:

**DARIO DIEZ VELEZ**

as its Registered Agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of progress for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open/said office.

X   
DARIO DIEZ VELEZ

WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and affixed their seals on this 13 day of May, 2002.

X [Signature]  
Dario Diez Velez, Director

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:

Dario Diez Velez

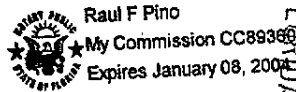
who has produced Florida Drivers Lic, as identification and/or is personally known to me who after first being duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 13 day of May, 2002.

[Signature]

NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
02 MAY 17 PM 1:18  
FILED