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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VALIDATION ONLY

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7/2/02  
SUSANA MORRIS  
Requestor's Name  
8045 SW 107 AVE #306.  
Address  
MIAMI FL 33173  
City State ZIP Phone  
(305) 598-0977C.

CORPORATION(S) NAME

Consulting & Marketing of S. Fla., Inc.



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> Pick Up                    |
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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION  
OF  
CONSULTING & MARKETING of S. FLA., INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**CONSULTING & MARKETING OF S. FLA., INC.**

**ARTICLE II**

This commerce shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The principal place of business and mailing address of this corporation. shall be:

**4500 N. W. 107 AVENUE, # 205  
MIAMI, FLORIDA 33178**

**ARTICLE IV**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation. shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporate name in all actions and proceedings;

To have a corporate seal, which may be altered at placer, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business with the board of directors shall find may be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

#### **ARTICLE V**

The aggregate number of shares, which this corporation shall have authority to issue, is the total sum of 100 shares, having a par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Shares of Stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors.

#### **ARTICLE VI**

The name and street address for the initial Registered Agent of this corporation shall be:

**NESTOR ESPINDOLA  
4500 N. W. 107 AVENUE, # 205  
MIAMI, FLORIDA 33178**

## **ARTICLE VII**

The initial board of directors shall consist of a total of 4 (four) person(s) and the name and address of the person(s) who is/are to serve as an initial director(s) is/are:

**PRESIDENT/DIRECTOR  
RICARDO GAMARRA  
4500 N. W. 107 AVENUE, # 205  
MIAMI, FLORIDA 33178**

**VICE PRESIDENT/DIRECTOR  
NESTOR ESPINDOLA  
4500 N. W. 107 AVENUE, # 205  
MIAMI, FLORIDA 33178**

**SECRETARY/DIRECTOR  
CLAUDIA ESPINDOLA  
4500 N. W. 107 AVENUE, # 205  
MIAMI, FLORIDA 33178**

**TREASURY/DIRECTOR  
ANDREA CID DE LA PAZ  
4500 N. W. 107 AVENUE, # 205  
MIAMI, FLORIDA 33178**

## **ARTICLE VIII**

The name and address of the incorporator executing these Articles of corporation shall be:

**SUSAN MORRIS  
8045 SW 107 AVENUE  
MIAMI, Florida 33173**

The undersigned has executed these Articles of corporation this 2nd day of July of 2002.

  
\_\_\_\_\_  
**INCORPORATOR  
SUSAN MORRIS**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE IF FLORIDA.

FIRST THE CONSULTING & MARKETING OF S. FLA., INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION, HAS NAMED NESTOR ESPINDOLA, LOCATED AT 4500 N. W. 107 AVENUE, # 205, CITY OF MIAMI, FLORIDA 33178, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Registered Agent

NESTOR ESPINDOLA