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FLORIDA PROFIT CORPORATION OR P.A.

martinez & emiliani, inc.

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ARTICLES OF INCORPORATION

OF

Martinez & Emiliani, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation shall **Martinez & Emiliani, Inc.** For convenience, the Corporation shall be referred to in this instrument as the "Corporation".

ARTICLE II

PLACE OF BUSINESS

The place of business and mailing address of the Corporation shall be at: **223 Laveview Drive, Suite 203, Miami Lakes, Florida 33326**, or at such place later designated by the incorporators herein by filing an amendment to the Articles of Incorporation.

ARTICLE III

PRINCIPAL OFFICE

The street address of the principal office of the Corporation shall be at: **223 Laveview Drive, Suite 203, Miami Lakes, Florida 33326**.

ARTICLE IV

COMMON SHARES

The maximum number of shares this Corporation is authorized to issue is 100 shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

The initial common shares shall be divided in the following manner:

Eulalia Emiliani, President

50% Common Shares

7850 NW 146 Street

Miami Lakes, Florida 33016

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Yanith Martinez, Vice-President
1364 Cardon Road
Weston, Florida 33326

50% Common Shares

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE VI

INCORPORATORS

The name and address of the incorporator of the Corporation is:

Rafael Fabian
Rafael Fabian, P.A.
9220 S.W. 72nd Street, Suite 204
Miami, Florida 33173

ARTICLE VII

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Eulalia Emiliani, President
7850 NW 146 Street
Miami Lakes, Florida 33016

Yanith Martinez, Vice-President
1364 Cardon Road
Weston, Florida 33326

ARTICLE VIII

OFFICERS

The operations of the Corporation shall be administered by the officers designated by the election held pursuant to the By-laws. The officers herein have been elected by the Board of Directors of the Corporation at its first meeting to create the Corporation described herein. The By-Laws shall provide for the removal from office of officers, the term and election dates of

officers, the filling of vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Eulalia Emiliani
7850 NW 146 Street
Miami Lakes, Florida 33016

Vice-President: Yanith Martinez
1364 Cardon Road
Weston, Florida 33326

ARTICLE IX

BOARD OF DIRECTORS

- 7.1 **NUMBER AND QUALIFICATION.** The property, business and affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but which shall consist of not less than Two (2) directors.
- 7.2 **DUTIES AND POWERS.** All of the duties and powers of the Corporation existing under the Act, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors and/or employees.
- 7.3 **ELECTION REMOVAL.** Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 7.4 **FIRST DIRECTORS.** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Address</u>
Eulalia Emiliani	7850 NW 146 Street Miami Lakes, Florida 33016
Yanith Martinez	1364 Cardon Road Weston, Florida 33326

ARTICLE X

INITIAL REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The address of the initial registered office of the Corporation is the Rafael Fabian, Esq., Rafael Fabian, P.A. located at: 9220 S.W. 72nd Street, Suite 204, Miami, Florida 33173.

ARTICLE XI

AMENDMENTS

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE XII

BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this August 19, 2002.



RAFAEL FABIAN, INCORPORATORS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED INARTICLES OF INCORPORATION

The Rafael Fabian, P.A., having a business office identical with the registered office of the Profit Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Rafael Fabian, P.A.



By: Rafael Fabian, President

Instrument Prepared by:
 Rafael Fabian, Esq.
 Rafael Fabian, P.A.
 9220 SW 72nd Street, Suite 204
 Miami, Florida 33173

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