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# TRANSMITTAL LETTER

Department of State

 Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 Enclosed are an original and one (1) copy of the articles of incorporation and a check for: \$70.00 □ \$78.75 \$78.75 \$87.50 Filing Fee & Certified Copy Filing Fee Filing Fee, & Certificate of Status Certified Copy & Certificate of Status ADDITIONAL COPY REQUIRED OS-592-1941

Daytime Telephone number

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

#### ARTICLES OF INCORPORATION

#### ARTICLES OF INCORPORATION OF ECLERIS INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person Competent to contract, hereby forms a corporation under the laws of the State of Florida.

#### ARTICLE I NAME

The name of the corporation shall be ECLERIS INTERNATIONAL, INC.

# **ARTICLE II ADDRESS**

The street address of the initial registered office of the corporation shall be 6708 NW 82<sup>nd</sup> Ave – Miami, FI 33166.

# ARTICLE III NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

#### ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

## ARTICLE V TERM OF EXISTENCE

This corporation shall exist perpetually.

#### ARTICLE VI INITIAL OFFICERS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Marcos Maria Ledesma Williams, 6708 NW 82<sup>nd</sup> Ave. – Miami, FI 33166 Henry Eloy Sand Casali, 6708 NW 82<sup>nd</sup> Ave. – Miami, FI 33166 Miguel Angel Lacour Argerich, 6708 NW 82<sup>nd</sup> Ave. – Miami, FI 33166

## ARTICLE VII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### ARTICLE VIII REGISTERED AGENT

The name and Florida street address of the registered agent is: Adriana Ortiz – 6708 NW 82<sup>nd</sup> Ave – Miami, Fl 33166, who is familiar with the duties and responsibilities of the Registered Agent and accept this appointment.

Adriana/Ortiz (SS# 124-60-7797)

# ARTICLE IX INCORPORATOR

The name and address of the incorporator is: Adriana Ortiz - 6708 NW 82<sup>nd</sup> Ave Miami, Fl 33166.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 3 day of 3 2 day of 3 2003

Incorporator: Adriana Ortiz

The foregoing instrument was executed and acknowledged before me this 12 day of

MARIA DELUCCHI My Comin Exp. 11/5/04

No. CC 97935 \ EI Personally Known EI Other (DC SECRETARY OF STATE