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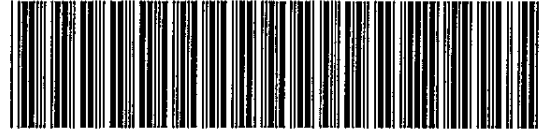
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03 AUG 15 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

*August 13*  
July 9, 2003

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

Subject: AM Accounting by Montes, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a money order for \$87.50 for:

Filing fee, Certified Copy and Certificate.

Sincerely,

*Darcis R. Montes de Oca*  
Darcis R. Montes de Oca  
1018 State Road 434 Suite 210  
Longwood, Florida 32750

352-242-1100 X7134

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
AM ACCOUNTING BY MONTES, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of State of Florida providing for the formation, liability, rights, privileges and immunities to a Corporation, for profit, generally, and hereby make, becoming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE  
Name of the Corporation**

The name of this corporation shall be:

AM ACCOUNTING BY MONTES, INC.

**ARTICLE TWO  
Nature of Business**

The general nature of the business or businesses to be transacted by this corporation shall be:

any business legal under the laws of Florida, including but not limited to: Accounting services.

**ARTICLE THREE  
Capital Stock**

The maximum number of shares of capital stock authorized to be issued by this corporation shall be 100 shares, each having a par value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (one) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, of in labor or services at a fair valuation to be fixed by the incorporates, or by the Board of Directors, at a meeting called for such purposes. All stock when issued shall be fully paid for and shall be non-assessable.

**ARTICLE FOUR  
Initial Capital**

The amount of Capital with this Corporation shall begin business shall be: One hundred dollars (\$100.00)

**ARTICLE FIVE  
Term of Existence**

This corporation shall be perpetual existence.

**ARTICLE SIX**  
**Principal Office**

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

**1018 State Road 434 Suite 210**  
**Longwood, Florida 32750**

**ARTICLE SEVEN**  
**Directors**

There shall be a Board of Directors for this Corporation, which consist of Two person. The number of Directors may be increased or diminished from time to time as determined by the by-laws, but shall never be less than ONE. Each of said Directors shall be of full age and all of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholder called in accordance with the by-laws of the Corporation, by the same vote as that required to elect a Director.

**ARTICLE EIGHT**  
**Initial Board of Directors**

The names and addresses to the first Board of Directors is as follows:

<b>NAMES</b>	<b>ADDRESSES</b>
<b>Darcis R. Montes de Oca</b>	<b>440 E. Highland St.</b> <b>Altamonte Springs, Florida 32701</b>
<b>Raul Montes de Oca</b>	<b>440 E. Highland St.</b> <b>Altamonte Springs, Florida 32701</b>

## ARTICLE NINE

### Subscribers

The names and address of each subscriber to these Articles of Incorporation and the number of shares of Stock each agrees to purchase are:

NAMES	ADDRESSES	NO. OF SHARES
Darcis R. Montes de Oca	440 E. Highland St. Altamonte Springs, Fl 32701	60
Raul Montes de Oca	440 E. Highland St. Altamonte Springs, Fl 32701	40

**The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.**

## ARTICLE TEN

### Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniary or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such force an effect as if he were not such a Director of Officer of such other Corporation or not so interested.

## ARTICLE ELEVEN

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated therein this 9<sup>th</sup> day of July, 2003

Darcis R. Montes de Oca  
President

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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 STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

AM ACCOUNTING BY MONTES, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

Darcis R. Montes de Oca  
440 E. Highland St.  
Altamonte Springs, FL 32701

SIGNATURE

Darcis R. Montes de Oca

TITLE

President

DATE

7/9/03

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Darcis R. Montes de Oca

DATE

7/9/03