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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

acg capital, inc.

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TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION  
OF  
ACG CAPITAL, Inc.**

**ARTICLE I.**

**NAME**

The name of the Corporation is **ACG CAPITAL, Inc.**

**ARTICLE II.**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time the filing of the Articles of Incorporation by the Department of State.

**ARTICLE III.**

**PERMITTED ACTIVITY**

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Manfred Rosenow, Esq.  
601 SW. 57<sup>th</sup> Avenue, Suite B  
Miami, Florida 33144  
Fla. Bar No. 0831638

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#### **ARTICLE IV.**

##### **AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred (100) of voting common stock with \$ 1.00 par value per share.

#### **ARTICLE V.**

##### **PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any share of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instrument evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### **ARTICLE VI.**

##### **PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 2454 Lake Debra Dr. # 1-118, Orlando, Florida 32835.

#### **ARTICLE VII.**

##### **REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 601 SW. 57<sup>th</sup> Avenue, Suite B. Miami, Florida 33144. The initial registered agent at that address is Manfred Rosenow, Esq.

## **ARTICLE VIII.**

### **DIRECTOR AND OFFICERS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-laws.

The name and address of the first board of directors and officers who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

<b>NAME</b>	<b>OFFICE</b>
Alexis Camino 8134 Anise Grove Lane # H Orlando, Florida 32818	President
Silvia Chicoma 8134 Anise Grove Lane # H Orlando, Florida 32818	Vice-President/Treasurer
Cristian Figueredo 8134 Anise Grove Lane # H Orlando, Florida 32818	Secretary

## **ARTICLE IX.**

### **INCORPORATOR**

The name and address of the incorporator is: Manfred Rosenow, Esq. 601 SW. 57<sup>th</sup> Avenue, Suite B. Miami, Florida 33144

## **ARTICLE X.**

### **INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 8<sup>th</sup> day of August , 2003

LAW FIRM OF MANFRED ROSENOW, P.A.

By: \_\_\_\_\_

  
Manfred Rosenow, Esq.

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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 AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

**ACG CAPITAL, Inc.**

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

LAW FIRM OF MANFRED ROSENOW, P.A.  
Manfred Rosenow, Esq.  
801 SW. 57<sup>th</sup> Avenue, Suite B  
Miami, Florida 33144

SIGNATURE

  
MANFRED ROSENOW, Esq.

TITLE: INCORPORATOR

DATE: August 8<sup>th</sup>, 2003

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 OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION 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

  
MANFRED ROSENOW, Esq.

DATE: August 8<sup>th</sup>, 2003

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