

PO3000134171

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

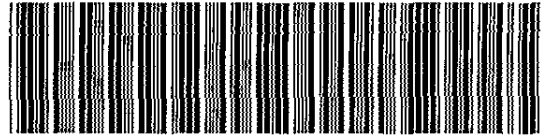
(Business Entity Name)

(Document Number)

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EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

Address

CORAL GABLES, FL 33134

City/State/Zip

(305) 444-4994

Phone #

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Euro Merchant Bancaire Corp.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time \_\_\_\_\_

☒ Certified Copy

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 14, 2003

EXPRESS CORPORATE FILING

SUBJECT: EURO MERCHANT BANCAIRE CORP..  
Ref. Number: W03000033945

We have received your document for EURO MERCHANT BANCAIRE CORP..  
However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filings Section

Letter Number: 803A00062065

RECEIVED  
NOV 18 AM 10:33  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**EURO MERCHANT CAPITAL CORP.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 NOV 18 AM 11:37

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**THE UNDERSIGNED do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:**

**ARTICLE I – NAME**

**The name of the Corporation shall be:**

**EURO MERCHANT CAPITAL CORP.**

**ARTICLE II – PURPOSE**

**A.- To carry on and engage in the business of developing, manufacturing, distributing, exporting, marketing and selling all type of products, domestically and abroad.**

**B.- To carry on and engage Consulting, Advertising, Publishing and Internet Services domestically and abroad in any business activity.**

**C.- This company may buy shares of stock of any foreign and/or national companies throughout the world, and all types of investments in any business activity.**

**F.- To carry on and engage in any business or activity which may be authorized and permitted by virtue of laws of the United States of America and the State of Florida.**

### **ARTICLE III – CAPITAL STOCK**

**The Corporation shall be authorized to issue capital stock in the following manner, to wit: 10.000.000.- (TEN MILLION) shares of common stock, having no par value.**

### **ARTICLE IV – POWERS**

**The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.**

### **ARTICLE V – TERM OF EXISTENCE**

**The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.**

### **ARTICLE VI – PRINCIPAL PLACE OF BUSINESS**

**The principal place of business of the Corporation shall be:**

**3001 Ponce de Leon Blvd. Suite 101  
Coral Gables, Florida 33134**

### **ARTICLE VII – REGISTERED AGENT AND OFFICE**

**The Registered Agent for the Corporation shall be Hernan Gutierrez, and the Registered Office shall be located at: 3001 Ponce de Leon**

Blvd. Suite 101, Coral Gables, Florida 33134, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

#### **ARTICLE VIII – OFFICERS AND MANAGEMENT**

The affairs of the Corporation shall be managed by its officer and/or officers, subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

NAME	OFFICE	ADDRESS
HERNAN GUTIERREZ	President	3001 Ponce de Leon Blvd. Suite 101 Coral Gables, Florida 33134

#### **ARTICLE IX – BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (10) people.

#### **ARTICLE X – INITIAL DIRECTOR OR DIRECTORS**

The name and address of the person or people who shall serve as the initial Director or Board of Director until the first annual meeting of the Corporation, or until his or their successor or successor are elected and are qualified, shall be as follows:

NAME	ADDRESS
HERNAN GUTIERREZ	3001 Ponce de Leon Blvd. Suite 101 Coral Gables, Florida 33134

## **ARTICLE XI – INCORPORATOR OR INCORPORATORS**

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

### **NAME**

### **ADDRESS**

**HERNAN GUTIERREZ**

**3001 Ponce de Leon Blvd. Suite 101  
Coral Gables, Florida 33134**

## **ARTICLE XII – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be Entitled.

## **ARTICLE XIII – VOTING RIGHTS**

That except as may otherwise be provided by law, the local voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

## **ARTICLE XIV – BYLAWS**

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to

these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, This 12<sup>th</sup> day of November, 2003.

  
HERNAN GUTIERREZ

**CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of EURO MERCHANT CAPITAL CORP. and agree to serve as its Registered Agent, to accept service of process within the State as its Registered Office located at: 3001 Ponce de Leon Blvd. Suite 101, Coral Gables, Florida 33134

  
HERNAN GUTIERREZ

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