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8045 SW 107 Avenue
#306
Miami, FL 33173

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

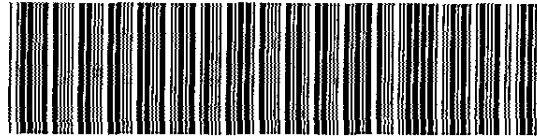
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EFFECTIVE DATE
2-28-04

FILED

04 MAR -2 PM 3:01

STATE OF FLORIDA
TALLAHASSEE

✓

3-10

ARTICLES OF INCORPORATION

OF

USFix Corp.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

USFix Corp.

ARTICLE II

EFFECTIVE DATE

2-28-04

TERMS OF EXISTENCE

This commerce shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence. The date on which corporate existence shall begin is:

Date of Incorporation: February 28, 2004.

ARTICLE III

ADDRESS

The principal place of business and mailing address of this corporation. shall be:

**701 BRICKELL AVENUE
2030
MIAMI, FLORIDA 33131**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation. shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporate name in all actions and proceedings;

To have a corporate seal, which may be altered at placer, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To transact any and all lawful business with the board of directors shall find may be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

To purchase, take, receive, lease or otherwise acquire, own, hold, vote, improve, use, employ, and otherwise deal in with shares or any other interests therein, or obligations of, and with real or personal property, wherever situated, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, government district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested; to use its credit to assist its officers and employees in accordance with Florida Statue S607.141;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes.

ARTICLE V

CAPITAL STOCK

The stock of this Corporation shall be known as Common Stock. The aggregate number of share of Common Stock, which this corporation shall have authority to issue, is the total sum of 100 shares, having a Par Value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Shares of Stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors.

ARTICLE VI

REGISTERED AGENT

The name and street address for the initial Registered Agent of this corporation shall be:

**SERGIO DAMIAN RODRIGUEZ
701 BRICKELL AVENUE
2030
MIAMI, FLORIDA 33131**

ARTICLE VII

NUMBER OF DIRECTORS

The stockholders of the Corporation may, from time to time and at time increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation, shall at all times have a minimum of one Director and in accordance with the Bylaws of this Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law. The initial board of directors shall consist of a total of 3 (three) persons and the name and address of the person(s) who is/are to serve as an initial director(s) is/are:

**PRESIDENT/DIRECTOR
SERGIO DAMIAN RODRIGUEZ
701 BRICKELL AVENUE
2030
MIAMI, FLORIDA 33131**

**VICE PRESIDENT/DIRECTOR
DANIELA NATALIA RODRIGUEZ
701 BRICKELL AVENUE
2030
MIAMI, FLORIDA 33131**

**SECRETARY/DIRECTOR
NANCY CLIFFE
701 BRICKELL AVENUE
2030
MIAMI, FLORIDA 33131**

ARTICLE VIII

CLASSES OF DIRECTORS

The By-laws of this corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least (1/4) in number of Directors shall be elected annually.

ARTICLE IX

AMENDMENT

This Certificate of Incorporation may be in any amended in any manner consistent to the laws of the State of Florida.

ARTICLE X

INCORPORATOR

The name and address of the incorporator executing these Articles of corporation shall be:

**SUSAN MORRIS
8045 SW 107 AVENUE
MIAMI, Florida 33173**

The undersigned has executed these Articles of corporation this 28th day of February of 2004.


**INCORPORATOR
SUSAN MORRIS**

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

USFix Corp.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____



Registered Agent
SERGIO DAMIAN RODRIGUEZ

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA