

PD4000064519

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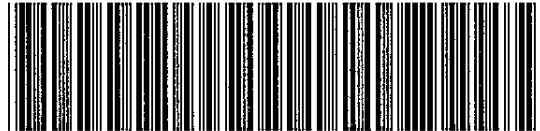
(Business Entity Name)

(Document Number)

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RECEIVED
04 APR 16 PM 1:56
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2004 APR 16 A 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

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

1. THE DAVINCI CODE, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
☐ Mail out ☐ 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

**ARTICLES OF INCORPORATION
OF
THE DAVINCI CODE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, (we), the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be THE DAVINCI CODE, INC. and the initial address of this corporation shall be 1901 NW 17 Avenue, Miami, Florida 33125.

ARTICLE II

This corporation may engage in any business or activity permitted by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| Number of Shares Authorized | Par Value Per Share | Class of Stock |
|--------------------------------|------------------------|-------------------|
| 1,000 | \$ 1.00 | common |

The consideration for all the said stock shall be payable in cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter.

ARTICLE V

The initial registered office of this corporation shall be at 1901 NW 17 Avenue, Miami, Florida 33125, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Ernesto Montaner.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the initial director(s) of this corporation who shall hold office for the year or until their successors are duly elected and qualified shall be:

| | | |
|-------------------------|---|-------------------|
| Ernesto Montaner | | Jose Lopez |
| 2333 Brickell Ave #1806 | & | 9101 SW 17 Street |
| Miami, FL 33129 | | Miami, FL 33165 |

ARTICLE VIII

The name and address of the incorporator is Ernesto Montaner, 2333 Brickell Avenue # 1806, Miami, Florida 33129.

ARTICLE IX

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 directors of this corporation are pecuniarily 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 a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he (she) 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 interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if here were not such a director or officer of such corporation, or not so interested.

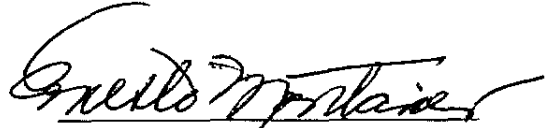
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insured its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both with and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 13th day of April, 2004.



Ernesto Montaner
Incorporator

FLDL M535 201403620

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared Ernesto Montaner to me known to be the person described and whom provided identification in the form of State of Florida Drivers License; and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the State and County aforesaid, this 13th day of April, 2004.



Myra Garcia
Notary Public State of Florida

My commission expires:



ARTICLE XII

The By-Laws of this Corporation may be created, amended, changed or replaced by either the stockholders or the Directors of the Corporation at any duly scheduled special meeting called for that e purpose.

I,(we), the undersigned, do hereby subscribe, acknowledge and file these Articles of Incorporation, hereby certify that the facts herein stated are true and correct and accordingly hereto set my (our) hand and seal this 13th day of April, 2004.



ERNESTO MONTANER

Director / President



JOSE LOPEZ

Secretary / Treasurer

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:

First: THE DAVINCI CODE, INC., desiring to organize under the laws of the State of Florida, has named Ernesto Montaner, 2333 Brickell Avenue # 1806, Miami, Florida 33129, as its statutory Registered Agent.

Second: That ERNESTO MONTANER having been named the statutory Registered Agent of the above corporation at the place designated in this capacity, agrees to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 Florida Statutes.

A handwritten signature in black ink, appearing to read 'Ernesto Montaner', written over a horizontal line.

ERNESTO MONTANER
Registered Agent

Dated: this 13th day of
April, 2004.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, 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: THE DAVINCI CODE, INC.
- 2.- The name and address of the registered agent and office is: ERNESTO MONTANER, 2333 Brickell Avenue # 1806, Miami, FL 33129

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



ERNESTO MONTANER

Dated: this 13th day of
April, 2004.

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TALLAHASSEE, FLORIDA