

P04000080110

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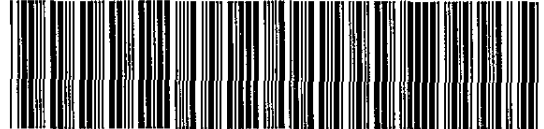
(Business Entity Name)

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2004 MAY 18 P 2:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2004 MAY 12 PM 10:45

STATE
TALLAHASSEE, FLORIDA

EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE 101

Address

CORAL GABLES, FL 33134 (305) 444-4994

City/State/Zip

Phone #

OFFICE USE ONLY

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

1. Celis Corp
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☒ Pick up time _____ ☒ 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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED
04 MAY 18 AM 11:03
DIVISION OF CORPORATION

May 13, 2004

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: CELIS CORP.
Ref. Number: W04000018579

We have received your document for CELIS CORP. and your check(s) totaling \$236.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 804A00033449

Articles of Incorporation

of

CELIS CORP.

ARTICLE I – NAME

The name of the Corporation is *Celis Corp.*, (hereinafter, "Corporation").

ARTICLE II – PURPOSE OF CORPORATION

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

ARTICLE III – PRINCIPAL OFFICE

The principal office of the Corporation in the State of Florida shall be located at 8260 North West 5 Ter #342, Miami, Florida 33126 in the County of Miami-Dade and the mailing address shall be the same.

ARTICLE IV – INCORPORATOR

The name and street address of the incorporator of this Corporation is *Silvia Mireya Velasquez* whose address shall be the same as the principle office of the Corporation.

ARTICLE V – OFFICERS

The officers of the Corporation shall be:

President: *Silvia Mireya Velasquez*

Vice President: *Josvla Ledezma*

Whose addresses shall be the same as the principle office of the Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE VI – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Silvia Mireya Velasquez

ARTICLE VII – CORPORATE CAPITALIZATION

The maximum number of shares that this Corporation is authorized to have outstanding at any time is Five thousand Five Hundred (5,500) Shares of common stock, each share having the par value of One Dollar (\$1.00).

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII – SUB – CHAPTER S CORPORATION

The corporation may elect to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once this Corporation has elected to be and S-Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE IX – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of sock of this corporation may be subject to a Shareholder's Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation.

ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI - VOTING RIGHTS

Shareholders of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE XII - LIABILITIES FOR DEBTS

Neither the shareholders nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIV - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 11th day of May in the year 2004.


Silvia Mireya Velasquez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Josvla Ledezma, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Josvla Ledezma, Registered Agent
8260 North West 5 Ter #342
Miami, FL 33126

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TALLAHASSEE, FLORIDA