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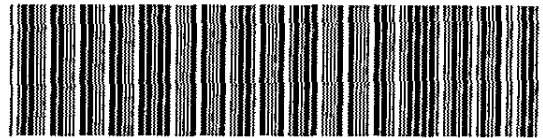
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FILED  
04 MAY 24 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AKS/JS

May 18, 2004

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

To whom it may concern:


I am submitting to your offices the Articles of Incorporation, on behalf of Edison A. Zapata, in order for his new corporation Majestic Premier, Inc. to be formed and filed with the State of Florida.

I am enclosing a check for \$ 78.75 that covers the filing fee, designation of Registered Agent and certified copy.

Should you have any questions regarding this corporation formation, please contact us at the address and telephone number given below.

Please return to my offices the acceptance letter of the Articles of Incorporation with the document number and the certified copy.

Thank you.



Susana W. Schlundt-Bodien, Accountant  
5368 Chiswick Circle  
Orlando, FL 32812  
(407) 826-0104

## **ARTICLES OF INCORPORATION**

**OF**

**MAJESTIC PREMIER, INC.**

### **ARTICLE I. NAME**

The name of this corporation is:  
**MAJESTIC PREMIER, INC.**

### **ARTICLE II. PURPOSE**

This corporation is organized for the following purposes:

To engage in any, or all-lawful business for which a corporation may be incorporated under the laws of Florida.

### **ARTICLE III. POWERS**

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

b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property to any interest therein, wherever situated.

c. 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.

d. To lend money to, and use its credit to assist its officers and employees in accordance with law.

e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, 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 governmental district, or municipality or of any instrumentality thereof.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- f. 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 part of its property, franchises and income.
- g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- j. To make and amend bylaws, not inconsistent with its articles of incorporation or with the law of this state, for the administration and regulation of the affairs of the corporation.
- k. To make donations for the public welfare or for charitable, scientific or educational purposes.
- l. To transact any lawful business, which the board of directors shall find will be in aid of governmental policy.
- m. 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.
- n. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- o. To have and exercise all powers necessary or convenient to affect its purposes.

#### **ARTICLE IV. CORPORATE EXISTENCE**

This corporation shall commence existence upon signing of these Articles, and shall have perpetual existence.

#### **ARTICLE V. CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of Common Stock having a par value of \$ .01 per share.

**ARTICLE VI.  
INITIAL REGISTERED OFFICE AND AGENT  
AND PRINCIPAL ADDRESS OF CORPORATION**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

**EDISSON A. ZAPATA  
2013 S KIRKMAN RD., APT #77  
ORLANDO, FL 32811**

The principal address of the corporation is the same as the registered address.

**ARTICLE VII. OFFICERS**

The corporation shall have the following offices and officers initially, which may be changed by the Board of Directors or by the shareholder at any duly called and constituted meeting:

<b>President</b>	<b>EDISSON A. ZAPATA</b>
<b>Treasurer</b>	<b>EDISSON A. ZAPATA</b>
<b>Secretary</b>	<b>EDISSON A. ZAPATA</b>

**ARTICLE VIII.  
INITIAL BOARD OF DIRECTORS**

This corporation shall have a Board of Directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The name and address of the initial director of this corporation is:

**EDISSON A. ZAPATA  
2013 S KIRKMAN RD., APT #77  
ORLANDO, FL 32811**

**ARTICLE IX.  
CUMULATIVE VOTING FOR DIRECTORS**

Each shareholder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast

by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

#### **ARTICLE X. PREEMPTIVE RIGHTS**

The corporation shall have preemptive rights. Each shareholder of the corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

#### **ARTICLE XI. BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK**

Transfer of shares of capital stock of this corporation may be restricted by the Bylaws or by agreement of the shareholders.

#### **ARTICLE XIII. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XIV. INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

**EDISSON A. ZAPATA  
2013 S KIRKMAN RD., APT #77  
ORLANDO, FL 32811**

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 19 day of MAY, 2004

Edisson Zapata  
EDISSON A. ZAPATA

FILED  
04 MAY 24 PM 12:26  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that the foregoing Articles of Incorporation were acknowledged before me by EDISSON A. ZAPATA who produced FLC # Z132-201-79-092-0 as identification, and who did not take an oath, this 19 day of MAY, 2004

K. Aggellu  
Notary Public



**ACCEPTANCE OF REGISTERED AGENT**

I hereby acknowledge that I am familiar with the duties and responsibilities as Registered Agent of MAJESTIC PREMIER, INC., and I hereby accept said duties and responsibilities

Edisson Zapata  
REGISTERED AGENT

My official seal in the state and county aforesaid this 19 day of MAY, 2004

K. Aggellu  
Notary Public  
My Commission Expires:  
02/02/07

