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****NEW FILINGS AMENDMENTS *		
Amendment		
Resignation of R.A., Officer/Director		
Change of Registered Agent		
Dissolution/Withdrawal		
Merger		
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**OTHER FILINGS REGISTRATION/ QUALIFICATION Foreign		
Limited Partnership Reinstatement		
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Examiner's Initials

CD3E031/0/03

#### ARTICLES OF INCORPORATION

OF

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SECRETART OF STATE TALLARIASSEE, FLORIDA

## AVANTEC DESIGN KITCHEN & BATH INC.

The undersigned subscribers to these Articles of incorporation, each natural person competent to contract, hereby associated themselves together to form a corporation under the law of the State of Florida.

#### ARTICLE 1 NAME

The name of this corporation is:

AVANTEC DESIGN KITCHEN & BATH INC.

# ARTICLE II NATURE OF BUSINESS

The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural person might or could do, in any part of the world.

The purposes of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Laws of the State of Florida, and the Laws of the United States of America

- A) Export and Import Trading House, covering a group of miscellaneous articles to be obtained from different sources of supply, in order to attend orders from Foreign and American customers.
- B) Manufacture's Export and Import Agents, sole representative of several Foreign and American manufacturer's merchandise. Ordinarily stock of merchandise it might be maintain at home or abroad in order to prompt deliveries may be made.

- C) To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, wherever situated, to erect, construct, rebuild, engage, alter, improve, maintain, manage and operate any land owned or leased by the corporation, or upon any other houses, structures, buildings, or other work of any description on lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands or any interest therein, or any houses, structures, buildings or other work owned, leased, managed, or controlled by the corporation; to engage generally in the Real Estate business, as principal, agent broker, or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate, and deal in lands or interests in lands, structures, buildings, or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, transfers of tax liens, and any other interests in Real Estates.
- D) To contract debts and borrow money, issue and sell or pledge bond debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebt ness as required.
- E) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebt ness created by other corporation of the State of Florida or any state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- G) To exercise all powers convenient, incident to, of necessary in to proper conduct of its business, which are granted to corporations for profit under the Laws of the State of Florida, either by the terms of this charter or by virtue of the Laws of the State of Florida.

#### ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock having a nominal par value of \$1.00 per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the Laws of the State of Florida.

### ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$1000.00 ONE THOUSAND DOLLARS

#### ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

13391 S.W. 91 Terrace, Unit F, Miami, FL. 33186

The board of Directors may from time to time move the principal office to any other address in Florida State.

#### ARTICLE VII DIRECTORS

This corporation shall have two directors, initially, the number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than two.

#### ARTICLE VIII INITIAL DIRECTORS AND REGISTERED AGENT

The name and post office addresses of the members of the First Board of Directors are:

Richard V. Pujol 13391 S.W. 91 Terrace Unit F, Miami, Fl. 33186 Gabriel De Zendegui 11402 S.W.113th Pl. Miami, Fl. 33176

The name and street address of the initial registered agent is Richard V. Pujol 13391 S.W. 91 Terrace Unit F, Miami, Fl. 33186

# ARTICLE IX SUBSCRIBERS

The names and post office addresses of the subscribers of these Articles of Incorporation are:

Richard V. Pujol 13391 S.W. 91 Terrace Unit F, Miami, Fl. 33186 Gabriel De Zendegui 11402 S.W.113th Pl. Miami, Fl. 33176

#### ARTICLE X 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 stockholder, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation is made.

#### ARTICLE XI LOST OR DESTROYED STOCK CERTIFICATE

Stock certificates to replace lost or destroyed certificates shall be issued only in accordance with the by-laws of this corporation.

# CERTICATED OF DESIGNATION OF REGISTERED AGENT/OFFICE

Having been named to accept service of process for the above named corporation, at place designated in these Articles. I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By Richard V. Pujol

Registered Agent