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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

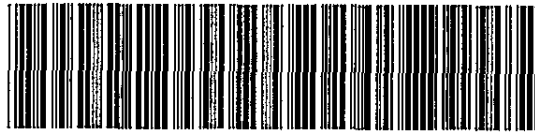
(Business Entity Name)

(Document Number)

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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. Da Vinci Financial Group, Inc.
(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

Certificate of Incorporation

of

DaVinci Financial Group, Inc.

The undersigned subscriber(s) to these **ARTICLES OF INCORPORATION** a natural person(s) competent to contract, form a corporation under the laws of the State of Florida.

Article One

The name and address of this business corporation shall be:

DaVinci Financial Group, Inc.
3899 N.W. 7th Street Suite 202
Miami, Florida 33126

FILED
JAN 12 2006
CLERK OF THE COURT
DAVINCIFINANCIALGROUP.COM

Article Two

The general nature of business or businesses to be transacted will be: The transaction of any and all lawful business for which corporations may be form under the Florida Business Corporation Act. And all the amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the " Act")

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebttness, execute mortgages, transfer of corporate property or other instrument to secure the payment of corporate property indebttness as required. To seek independent distributors or investors to promote in a franchise type structure our products. Furthermore:

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida, including all of the above, but not limited to same.

Article Three

Terms of Existence

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: **UPON ACCEPTANCE BY THE SECRETARY OF STATE.**

Article Four

Capital Stock

- A. **Designation:** The Stock of this corporation shall be known as common stock.
- B. **Authorized:** The authorized number of shares of common stock that this corporation may issue is: (10,000) SHARES
- C. **Par-Value:** Each share of common stock shall have a par value of : One (\$1.00) DOLLAR.
- D. **Stockholders**
- | | |
|-------------------|--------------|
| Pedro A. Romero | 5,000 Shares |
| Armando Hernandez | 5,000 Shares |
- E. **Considerations:** Shares of common stocks may be issue in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- F. **Non-Assess ability:** Each share of common stock shall be issue in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- G. **Voting Rights:** Each Share of common stock entitles the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation. In the event of a dead-lock vote, an independent arbitrator will make the final decision.
- H. **Dividends:** Record holders of common stock are entitled to receive their pro-rate share of any dividends that may be declared by the board of Directors out of assets legally available for such purpose.
- I. **Liquidation:** Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

I. Indemnification

The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be a party to any action, suit or proceeding by reason of the fact that he: (I) is or was a director of the corporation; (II) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (III) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

Except for those persons entitled to indemnification pursuant to the 1st paragraph of this Article Four, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Except for those persons entitled to indemnification pursuant to the 1st paragraph of this Article Four, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

Article Five

Minimum Capital

The amount of capital with which the corporation shall begin shall not be less than:
TWO THOUSAND AND 00/100 (\$2,000.00) DOLLARS

**Article Six
Corporate Address**

The initial Post Office address of the principal office of this corporation in the State of Florida is: 3899 N.W. 7th Street Suite 202 Miami, Florida 33126

**Article Seven
Number of Directors**

This corporation shall have 2 Director (s) initially, although the number of Directors may increase or diminish from time to time by the stockholders but shall never be less than one.

**Article Eight
First Board of Directors**

CEO - PRESIDENT / SECRETARY / DIRECTOR
COO - VICE-PRESIDENT / DIRECTOR

PEDRO A. ROMERO
ARMANDO HERNANDEZ

**Article Nine
Subscribers Names, Address**

The name and address of the subscribers of these Articles of Incorporation are:

Pedro A. Romero	3899 N.W. 7 th Street Suite 202 Miami, Florida 33126
Armando Hernandez	3899 N.W. 7 th Street Suite 202 Miami, Florida 33126

Article Ten

Amendment

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

**Article Eleven
Resident Agent**

The Resident Agent of this corporation is:

PEDRO A. ROMERO


The Corporation may change its resident agent and principal office any time.

IN WITNESS WHEREOF, the undersigned subscriber(s) does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: July 5th , 2004



PEDRO A. ROMERO
CEO - PRESIDENT / SECRETARY / DIRECTOR



ARMANDO HERNANDEZ
COO - VICE-PRESIDENT / DIRECTOR

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

3899 N.W. 7th Street Suite 202 Miami, Florida 33126

**In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act.:**

DaVinci Financial Group, Inc.

**desiring to organized under the Laws of the STATE OF FLORIDA, with its principal
office indicated in the Articles of Incorporation, at the City of Miami, County of Dade,
State of Florida, has named:**

**PEDRO A. ROMERO
3899 N.W. 7th Street Suite 202 Miami, Florida 33126**

as its agent to accept service of process within this state

Dated: JULY 5TH, 2004



PEDRO A. ROMERO
President / Secretary / Director

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
ESTATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH
THE PROVISION OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.**

Dated: July 5th, 2004



Pedro A. Romero, Registered Agent