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ARTICLES OF INCORPORATION OF:

FILED

PERFECT WASH & CAFE, CORP. 836 West 73rd Place Hialeah Florida 33014

2004 SEP -9 A 8: 00

## ARTICLE I - NAME

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The name of this componation is: PERFECT WASH & CAFE, CORP.

# ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

## ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

## ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 (FIVE HUNDRED) shares \$1.00 (ONE DOLLAR) per value.

Shares may be issued for such consideration as is determinated from time to time by the stockholders.

This power which is herely reserved unto the stockholders by right, may, and it is herely delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and honassesseable.

# ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this componation of the same kind, class on series as that which be already holds,

shall have the night to purchase this pro ratashare thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 836 West 73rd Place, Hialeah, Florida 33014 and the name of the initial registered agent of this corporation at that address is ERNESTO ESCOTO

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have  $\underline{\text{TWO}}$  (2) Director (s) initially. The number of Directors may be increased or diminished from time to time in such marrer as may be prescribed by the By-laws but shall never be less than one (1).

# ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this componation is:

Name

Address

ERNESTO ESCOTO, PRESIDENT
(OWNER 50% OF SHARES)

GALIA MIRANDA ESCOTO, VICE-PRESIDENT
(OWNER 50% OF SHARES)

836 West 73rd Place, Hialeah,
(OWNER 50% OF SHARES)

Florida 33014

#### ARTICLE IX - INDEMNIFICATION

The componation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director or Officer of the componation, and any person who serves at the request of this componation, as a director or officer of any other componation, from and against any and all claims and liabilities to which such person shall become subject by reason of his daving heretofore on hereafter taken on omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim on liability as to which it shall be adjudged that such officer, or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled or shall

crything herein contained restrict the night of the corporation to indemnify or neimburse such person in any proper case even though not specifically revus. provided for.

No contract on other transaction between this componation and any other corporation, and no act of this corporation shall in any way be affected on invalidated by the fact that any of the directors of the corporation are necuriarily on otherwise interested in, on are director on officers of such other corporation; any director individually, or any firm of which any director may le a member, may be a party to, or may be pecuriarily or otherwise interested in any contract on transaction of the comproation, provided that the fact true he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract on transaction shall be care. and any director of the componation who is also a director on officer of such other componation on is so interested may be counted in determining the existence of a quonum at any meeting of the Board of Directors of the comporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract on transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

# ARTICLE X - REMOVAL OF DIRECTOR

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

# ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

Hane

Address

ERNESTO ESCOTO, PRESIDENT

836 West 73 Place, Hialeah, Fl.33014

GALIA MIRANDA ESCOTO, VICE-PRESIDENT

836 West 73 Place, Hialeah, Fl.33014

# ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, on repeal By-Laws shall be voted in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or charged and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not

le altered, amended, on repealed by the Board of Directors.

# ARTICLE XIII - POWERS

This componation shall have all powers neccessary on convenient to effect its purposes and enumerated in the Florida General Componation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be amraged under the direction of the Board of Directors.

## ARTICLE XIV - AMENDMENT

These Anticles of Incorporation may be amended in the marrer provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Rrticles of Incorporation this 7 th day of SEPTEMBER of 2004.

ERNISIO ESCOTO, PRESIDENT

GALIA MIRANDA ESCOTO, VICE-PRES.

# FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENTEUPON WHOMB: OO PROCESS MAY BE SERVED

SECHETARY OF STATE TALLAHASSEE. FLORIDA

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

First:	7hat_	PERFECT	WASH	& CAF	Ε,	CORP.
desiring to	onganize	under th	e Laws	of t	he.	State of Florida
with it's pr	incipal o	lfice, as	irdic	ated.	in i	the Articles of
Ιποοπροπατίο	on at Cit	y of Miam	i, Cou	nty of	L De	ade, State of
Florida, ha	s named_	ERNEST	O ESC	TO		·
located at_	. 83	6 West 73	Brd Pla	ce .		
city of	·	Hialeah	c	owrty	of	Miami-Dade ,
State of Flo	orida, as	its agen	t to a	ccept	ser	wices of process
within this	State.					

# ACXNOWLEDGEMENT:

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

ERNESTO ESCOTO

REGISTERED AGENT