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136 9/22/04

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Flores Underground, Inc.

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- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
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- ☐ Dissolution / Withdrawal _____
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- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
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- ☐ Vehicle Search _____
- ☐ Driving Record _____
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**ARTICLES OF INCORPORATION
OF
FLORES UNDERGROUND, INC.**

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**ARTICLE I
NAME**

The name of the corporation is FLORES UNDERGROUND, INC. ("Corporation"). The address of the Corporation is 14906 Winding Creek Court, Suite 101 D, Tampa, Florida 33613.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized to engage for the following purposes to engage in any lawful activity or business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal and intangible property wherever situate; to carry out the said purposes in any state, territory, district, or possession of the United States or foreign country.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he or she clearly already holds, shall have the right to purchase his or her pro rata share 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 registered agent of the Corporation in the State of Florida is 14906 Winding Creek Court, Suite 101 D, Tampa, Florida 33613, and the initial Registered Agent of the Corporation at that address is MARIANA LOEFFLER.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of the Corporation is:

MARIANA LOEFFLER
14906 Winding Creek Court, Suite 101 D
Tampa, Florida 33613

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is MARIANA LOEFFLER, 14906 Winding Creek Court, Suite 101 D, Tampa, Florida 33613.

**ARTICLE IX
BYLAWS**

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

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Tampa, Florida, this 21st day of September, 2004.



MARIANA LOEFFLER, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARIANA LOEFFLER, who executed the foregoing Articles, and she acknowledged before me that she executed those Articles. She is (X) personally known to me or (____) produced _____ as identification.

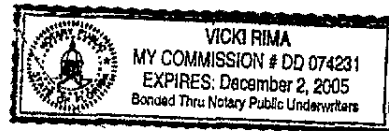
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of September, 2004.

Vicki Rima

NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Vicki Rima

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

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TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act.

That FLORES UNDERGROUND, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 14906 Winding Creek Court, Suite 101 D, Tampa, Florida 33613 has named Mariana Loeffler, located at 14906 Winding Creek Court, Suite 101D, Tampa, Florida 33613 as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named registered agent to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: Mariana Loeffler
MARIANA LOEFFLER,
Registered Agent

Date: September 21, 2004