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SPEIGEL & UTR	
(Requestor's Name 1840 SOUTHWEST 22 STF	
MIAMI, FLORIDA 33145	- (305) 854-6000 OFFICE USE ONLY
CORPORATION NAME(S) & DO	OCUMENT NUMBER(S) (if known):
1. <u>YELLOW TAPE ORGAN</u>	IZATION, INC.
(Corporation Name)	(Document #)
Corporation Name)	(Document #)
(Corporation Name)	(Document #)
4. (Corporation Name)	(Document #)
□ Walk-In □ Pi¢k up ti	me Certified Copy
Mail out Will wait	Photocopy Certificate of Status
NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger
	REGISTRATION/
OTHER FILINGS	QUALIFICATION
Annual Report	Foreign
Fictitious Name	Limited Partnership
Name Reservation	Reinstatement
	Trademark
	Other
_	Examiner's Initials

## ARTICLES OF INCORPORATION

### OF

# YELLOW TAPE ORGANIZATION, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

#### **ARTICLE 1 - NAME**

The name of the Corporation is **YELLOW TAPE ORGANIZATION**, **INC.**, (hereinafter, "Corporation").

#### **ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 1012 Bamboo Lane, Weston, Florida 33327 and the mailing address is the same.

#### **ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Carlos Jimenez whose address shall be the same as the principal office of the Corporation.

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The officers of the Corporation shall be:

President:

Carlos Jimenez

Vice-President:

Georgio D. Spanoudakis

Secretary:

Georgio D. Spanoudakis

Treasurer:

Carlos Jimenez

whose addresses shall be the same as the principal office of the Corporation.



#### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### <u>ARTICLE 10 - POWERS OF CORPORATION</u>

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### <u>ARTICLE 11 - TERM OF EXISTENCE</u>

This Corporation shall have perpetual existence.



#### ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7 December 2004.

Carlos Jimenez, Inforporator

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

Natalia Utrera, Vice President

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