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NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director
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	Dissolution/Withdrawal Merger
OTHER FILINGS	REGISTRATION/
Annual Report	QUALIFICATION
Fictitious Name	Foreign
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	Trademark

Other

Examiner's Initials

#### ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit.

#### ARTICLE I, NAME

The name of the corporation shall be:

DALI PROFESSIONAL GROUP, INC.

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### ARTICLE II, NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

To engage in any lawful activity for which corporations may be organized under the general Corporation Law 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 one Hundred (100) Shares of common stock, of Five and 00/100 collars (\$5.00) per share.

#### ARTICLE IV, INITIAL CAPITAL

The amount of capital with which is this Corporation will begin business will not be less than Five Hundred (\$500.00) Dollars.

#### ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

#### ARTICLE VI, ADDRESS

The initial street address in this State of the principal office of the corporation shall be:

4 54**4**5 S.W. 149 CT., MIAMI, FLORIDA 33185

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

#### ARTICLE VII, DIRECTORS

The Corporation shall have ONE (1) director initially. The number of director may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at me request to this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by

reason of this having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director of officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or 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 nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

transaction between this contract or other No corporation and any other corporation, and no act of this corporation, shall in any way be effected invalidated by the fact that any of the directors or the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a

may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or 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 VIII, INITIAL DIRECTORS

The names and addresses of the first Board of Directors and of the officers, who, subject to the provisions of these Articles of Incorporation, By-Laws of this Corporation and the corporation laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified, are

as follows:

Name Title Address

GIORDANA GONZALEZ PRESIDENT,-SECRETARY 54\$5 S.W.149 CT.,

DIRECTOR MIAMI, FLORIDA 33185

#### ARTICLE IX, INCORPORATORS

The names and addresses of each incorporators of these Articles of Incorporation are as follows:

	<u>Name</u>	Address
GIORDANA	GONZALEZ	54\$5 S.W. 149 CT.,
		MIAMI, FLORIDA 33185

### ARTICLE X, OFFICERS

The officer of this Corporation shall be a President, one or more Vice-Presidents, a Secretary and Treasurer, and such other officer, agent and factor as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their officers for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

#### ARTICLE XI, AMENDMENT

This Corporation reserves the right to amend, alter change, or repeal any provision contained in these Articles of Incorporation in the manner now of hereafter prescribed by Statute, and all rights conferred on stockholders herein granted subject to this reservation.

## ARTICLE XII, REGISTERED AGENT AND REGISTERED ADDRESS

GIORDANA GONZALEZ

5445 S.W. 149 CT., NIAMI, FLORIDA 33185 IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereunto set our hands and seals this SIX days of DECEMBER 2,004-, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

this. GIORDANA GONZALEZ

# ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

The undersigned, named as Resident Agent in the

Articles of Incorporation of DALI PROFESSIONAL GROUP, INC., does hereby accept the designation of Resident Agent and agrees to perform those duties until and unless removed by the Board of Directors of said Corporation.

DATE at Miami, Dade County, Florida this SIX DAYS
of DECEMBER , 2,004-.

MRS. TIORDANA CONZALEZ