

Division of Corporations

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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CENTER FLOORS CORP

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**CORPORATE DOCUMENTS**

***Center Floors Corp.***

**5307 Summerlin Road Suite- 09  
Fort Myers, FL 33919**

**Att: Julio Mitsuru Ueno**  
*President*



1281 E Sample Rd. - Pompano Beach, FL 33064  
3929 N Federal Hwy - Pompano Beach, FL 33084  
11601 S Cleveland Ave Ste 6 - Ft. Myers, FL 33907

Phone (954) 782-4000 - Fax (954) 782-8252  
Phone (954) 545-8220 - Fax (954) 545-8215  
Phone (239) 418-0829 - Fax (239) 274-9825

www.TaxHouse.net - info@taxhouse.net - 1-800-460-4-TAX



## CENTER FLOORS CORP.

5307 Summerlin Suite - 09 Fort Myers, FL 33919

Att.: Julio Mitsuru Ueno - President

A Tax House parabeniza sua iniciativa empresarial. Com sua empresa você atingirá novos horizontes em sua vida profissional, financeira e pessoal. De agora em diante, com uma administração adequada, você estará apto a alcançar novas etapas e definitivamente conquistar o que merece no mercado americano.

Para isso esteja atento a alguns fatos muito importantes. Como você já deve ter sido informado por um de nossos consultores, é importante manter a **contabilidade** de sua empresa sempre atualizada para seu melhor controle financeiro e conseqüentemente operacional. Para isso, é necessário entregar à Tax House os extratos bancários (e cheques) mensais da conta corrente de sua empresa e cuidaremos do restante. Se tiver dúvidas em como melhor utilizar a conta corrente e otimizar a declaração do imposto de renda de sua empresa, fale com um de nossos contadores.

Outros compromissos e datas importantes que você deve ter anotadas em sua agenda são:

- preparação e pagamento dos **Impostos de Renda Federal e Estadual** da Corporação no início do ano que vem (as declarações deverão ser entregues em *meados de Março*);
- renovação do registro estadual da corporação junto ao Departamento de Estado da Flórida mediante o pagamento da taxa do **Annual Report** (\$150) até *01 de Maio* do ano que vem.
- renovação das atribuições do **Registered Agent** de sua Corporação junto ao governo da Flórida (informe-se sobre a lista de obrigações e responsabilidades legais). Lembre-se de que a Tax House pode prestar este serviço à sua empresa por uma taxa anual de \$75.

Também é extremamente importante que você mantenha o endereço e telefone de sua empresa sempre atualizado nos registros da Tax House e dos governos Federal, Estadual e locais. Muitos documentos e informações vitais à sua empresa certamente precisarão chegar às suas mãos.

Como dissemos, uma boa administração de seu novo *business* somente trará benefícios para você, seus empregados e sub-contratados. E para isso, conte sempre com a Tax House, estamos aqui para ajudá-lo a fazer de sua empresa um grande sucesso.

Com os cumprimentos de *Juliana Cardoso* e de toda a equipe da Tax House.



1261 E Sample Rd. - Pompano Beach, FL 33064  
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## ARTICLES OF INCORPORATION OF:

### Center Floors Corp.

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 I - NAME

The name of this corporation is *Center Floors Corp.*  
(Hereinafter, "Corporation").

#### ARTICLE II - DURATION / TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

#### ARTICLE III - NATURE / PURPOSE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

#### ARTICLE IV CAPITAL STOCK

IV.1 This Corporation is authorized to issue 1,000 shares of \$1.00 per value common stock that shall be designated to "Common Shares".

IV.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may redeem advisable in connection with such issuance.

IV.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter now or hereafter authorized, for such consideration as the Board of Director(s) may redeem advisable, subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the Corporation.

IV.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any non issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

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## ARTICLE V LOCATION

The Street, Address, City and State in which the principal office of the corporation is to be located are 5307 Summerlin Suite - 09 Fort Myers, FL 33919. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

## ARTICLE VI INCORPORATOR

The name and street address of the incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Tax House Corporation Breno R. Gomes, Incorporator	1261 E Sample Rd Pompano Beach, FL 33064

## ARTICLE VII AMENDMENT

These articles of Incorporation may be amended in the manner 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 by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

## ARTICLE VIII LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

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## ARTICLE IX POWER OF CORPORATION

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

## ARTICLE X INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

## ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

## ARTICLE XII REGISTERED OWNERS

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 XIII INITIAL REGISTERED OFFICE / AGENT & INCORPORATOR

The street address of the initial registered office of this corporation is 1261 E Sample Rd • Pompano Beach • Florida • 33064 and the name of the initial registered agent of this corporation at that address is Tax House Corporation.

## ARTICLE XIV 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.



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## ARTICLE XV EFFECTIVE DATE OF INCORPORATION

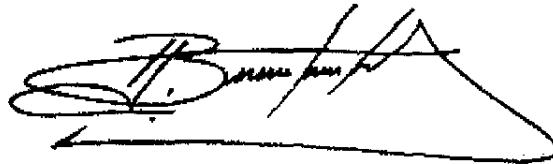
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## ARTICLE XVI INITIAL BOARD OF DIRECTORS OF INCORPORATION

The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The name(s) and address(es) of the director(s) of the initial Board of Directors is (are):

NAME	ADDRESS
<b>Julio Mitsuru Ueno</b> President	<b>5307 Summerlin Road Suite- 09</b> Fort Myers, FL 33919
<b>Anilton F De Lima</b> Director	<b>9846 Bernwood Place Suite - 113</b> Fort Myers, FL 33912
<b>Edney Borges Teixeira</b> Director	<b>9846 Bernwood Place Suite - 113</b> Fort Myers, FL 33912

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this December 10, 2004.



Tax House Corporation  
Breno Gomes, Incorporator

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