

P05000023700

Manuel S. Prieto  
290 174th Street, M-16  
Sunny Isles Beach, FL 33160  
(Address)

(Address)

(City/State/Zip/Phone #)

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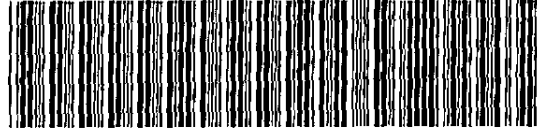
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**ARTICLES OF INCORPORATION**  
Of  
**Manuel S. Prieto, Inc.**

**ARTICLE I – NAME**

The name of this corporation is Manuel S. Prieto, Inc.

**ARTICLE II – PRINCIPAL OFFICE**

The mailing address of this corporation shall be:

290 174th Street, M-16  
Sunny Isles Beach, FL 33160

**ARTICLE III – PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business, specifically in services of consulting.

**ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares"

**ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

290 174th Street, M-16  
Sunny Isles Beach, FL 33160

The initial registered agent of this corporation is:  
Manuel S. Prieto

**ARTICLE VI – INITIAL BOARD OF DIRECTORS**

The corporation shall initially have one (1) director. The name and address of the initial board of directors is:

Manuel S. Prieto  
290 174th Street, M-16  
Sunny Isles Beach, FL 33160

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## ARTICLE VII – INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Manuel S. Prieto  
290 174th Street, M-16  
Sunny Isles Beach, FL 33160

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## ARTICLE VIII – PRE EMPTIVE RIGHTS

Every shareholder, upon the sale for consideration of any new stock of this corporation shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

## ARTICLE IX – INDEMNIFICATION

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

## ARTICLE – X – AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XI – SMALL BUSINESS CORPORATION & SECTION 44 STOCK

This corporation will be organized under the laws of the US Internal Revenue Service as a small business corporation ( S Corp ) and section 1244 stock.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Article of Incorporation on the date of signing.

Dated: 1/26/05

NOTARIZED:

Incorporator & Officer: Manuel S. Prieto

Registered Agent: Manuel S. Prieto

\*Agrees to receive correspondence at  
290 174th Street, M-16  
Sunny Isles Beach, FL 33160

STATE OF ARIZONA

COUNTY OF Maricopa

This foregoing instrument was acknowledged before me this 26 day of Jan, 05.

By Manuel S. Prieto

Notary Public Christine Petty

My Commission Expires: Jan 16, 2007

