

FROM :

FAX NO. : 3055580318

Feb 25 2005 12:12PM P1

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**LEIVA & MARTINEZ INVESTMENT CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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FROM :

FAX NO. : 3055580318

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## **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 and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, generally and hereby make, subscribed, acknowledge and file this Certificate for the purpose of becoming a Corporation under the laws of the State of Florida.

### **ARTICLE I**

#### **Name of the Corporation**

The name of this Corporation shall be LEIVA & MARTINEZ INVESTMENT CORP.

### **ARTICLE II**

#### **Nature of Business**

The general nature of the business to be transacted by this Corporation is: Any activity or business permitted under the laws of the United States and the State of Florida.

### **ARTICLE III**

#### **Capital Stock**

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be \_\_\_\_\_ 10 shares, each having a par value of \$ 50.00 \_\_\_\_\_ of said shares of stock. shall entitle the holder thereof to one (1) vote at any meeting of the stockholders, All or any part of said capital stock may be paid for in cash in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose, All stock when issued shall be fully paid for and shall be non-accessible.

### **ARTICLE IV**

#### **Initial Capital**

The amount of capital with which this Corporation shall begin business shall be FIVE HUNDRED DOLLARS. (\$500.00)

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## **ARTICLE V**

### **Term of Existence**

This Corporation shall be perpetual existence.

## **ARTICLE VI**

### **Principal Office**

The following shall be the street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 25 W. 61 Street, Hialeah, FL 33012

## **ARTICLE VII**

### **Directors**

There shall be a Board of Directors for this Corporation which shall consist of two persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws but shall never be less than one. Each of said Directors shall be of full age. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

## **ARTICLE VIII**

### **Initial Board of Directors**

The names and addresses of the first Board of Directors is as follows:

Jose R Leiva	25 W 61 Street	President
	Hialeah, FL 33012	
Manuel A. Martinez	12202 Paseo Way	Secretary
	Cooper City, FL 33026	

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

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## **ARTICLE IX**

### **Subscribers**

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to purchase are:

<b><u>Names</u></b>	<b><u>Addresses</u></b>	<b><u>No. of Shares</u></b>
Jose R Leiva	25 W 61 Street	5
	Hialeah, FI 33012	5
Manuel A Martinez	12202 Paseo Way	
	Cooper City, FI 33026	

## **ARTICLE X**

### **Conflict of Interest**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniary or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any fit-in of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof and any Director of this corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

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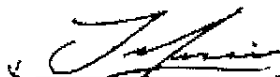
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ARTICLE XI

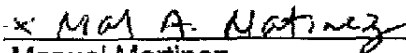
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned have executed these Articles of Incorporation for the uses and purposes stated therein this 23<sup>rd</sup> day of February, 2005



Jose R. Leiva  
President

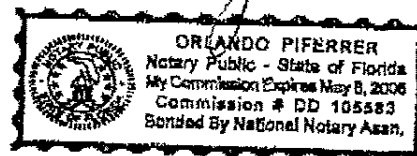


Manuel Martinez  
Secretary

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Jose R. Leiva and Manuel Martinez, who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 23<sup>rd</sup> day of February, 2005

  
Notary Public-State of Florida



FROM :

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**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHO PROCESS MAY BE SERVED.**

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

Leiva & Martinez Investment Corp., do business under the laws of the state of Florida with its principal office at 25 W 61 Street, Hialeah, County of Miami Dade, State of Florida has appointed Jose R Leiva, 25 W 61 Street, Hialeah, County of Miami Dade State of Florida as its agent to accept service of process within this state.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

By X   
Registered Agent- Jose R. Leiva

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