

P05000048010

(Requestor's Name)

Cheryl Haynes
981 NW 202 St
MIAMI FL 33169

PICK-UP WAIT MAIL

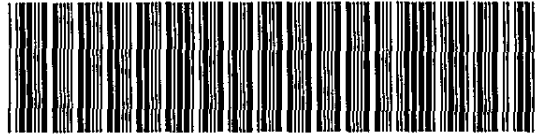
(Business Entity Name)

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05 MAR 25 2005 **87.50

FILED
05 MAR 25 2005
MIAMI

13-3-31

**ARTICLES OF INCORPORATION
Archipelago Consultants Inc.**

FILED
05 MAR 25 PM 2:00
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

The undersigned, acting as incorporator, executes the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607.

ARTICLE I

The name of this corporation shall be **Archipelago Consultants Inc.** and its principal place of business shall be 981 N.W 202 Street, Miami, FL 33169 with the right to change and move said principal place of business and establish such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The formation of the corporation shall be effective as of the date of commencing upon date of filing of these articles of incorporation with the Secretary of State and shall be perpetual.

ARTICLE III

The total authorized capital stock of this corporation shall be five hundred shares at \$1.00 par of common stock.

ARTICLE IV

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To engage in any and all business and activities permitted by the laws of the United States of America and the State of Florida. The corporation shall have all the power vested in a corporation organized under and existing by virtue of such laws.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of the land or houses or other property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory note, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

CERTIFICATION OF INCORPORATION OF Archipelago Consultants Inc.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the right of said instruments and agreements.

E. To purchase, hold, sell, and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects here in above specified, to make and perform contracts of any kind and description and to do any and all acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporation, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Cheryl Haynes
981 N.W 202 Street..
Miami Fl. 33169

ARTICLE VI

This corporation shall have two (2) directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office is:

Cheryl Haynes
981 N.W 202 Street.
Miami, FL 33169

Adonis White
981 N.W 202 Street.
Miami, Fl 33169

The number of directors may be increased or decreased from time to time pursuant to the by laws of the corporation, but shall not be less than one.

CERTIFICATION OF INCORPORATION OF Archipelago Consultants Inc.

ARTICLE VII

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purpose of furnishing security for its indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

Amendments and revisions, including alteration of any provision, of these Articles, and the by-laws, shall be by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statute.

BY-LAWS

The power to adopt, alter or repeal by laws shall be vested in the shareholders.

ARTICLE VIII

Shares of capital stock of this corporation shall be issued initially to the following person and in the set opposite name:

<u>NAMES</u>	<u>NUMBER OF SHARES</u>
Cheryl Haynes	450
Adonis White	50

Shares held by initial shareholder listed above may be resold or otherwise transferred to other persons.

ARTICLE IX

Special meetings of shareholders may be called by Certified Mail. Return Receipt Requested, giving five (5) days written notice or by other means authorized by the shareholders.

ARTICLE X

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares presented at the meeting and entitled to vote on the subject matter shall be an act of the shareholder.

CERTIFICATION OF INCORPORATION OF Archipelago Consultants Inc.

ARTICLE XI

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XII

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate power shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this Corporation.

POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIV

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XV

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to full extent permitted by law.

CERTIFICATION OF INCORPORATION OF Archipelago Consultants Inc.

ARTICLE XVI

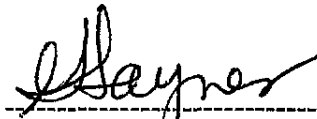
AMENDMENT

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 shareholders is subject to this reservation.

ARTICLE XVII

The name and address of the incorporator signing these Articles of incorporation are as follows:

Cheryl Haynes
981 N.W 202 Street..
Miami FL 33169



Signature Cheryl Haynes

FILED
05 MAR 25 PM 12:54
MILWAUKEE, WI

ARTICLE XVIII

The registered Agent of this Corporation is

Cheryl Haynes
981 N.W 202 Street
Miami FL 33169

I Cheryl Haynes hereby am familiar with and accept the duties and responsibilities as agent for the said Corporation.



SIGNATURE - REGISTERED AGENT