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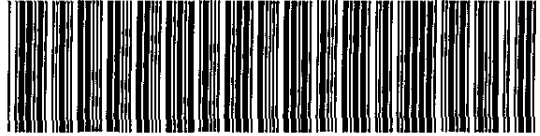
(Business Entity Name)

(Document Number)

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EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

Address

CORAL GABLES, FL 33134 (305) 444-4994

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Palacios-Ramirez Enterprises, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☒ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

# ARTICLES OF INCORPORATION

OF

## PALACIOS-RAMIREZ ENTERPRISES, INC.

We, the undersigned, hereby associate ourselves together under the Laws of the State of Florida, under the provisions of formation, liability, rights, privileges and immunities for a Corporation for profit, generally and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

### ARTICLE ONE

#### Name of the Corporation

The Name of this Corporation shall be:

**PALACIOS-RAMIREZ ENTERPRISES, INC.**

### ARTICLE TWO

#### Nature of Business

The general nature of the business to be transacted by this Corporation shall be:

Any activity and business permitted under the Laws of the State of Florida, including but not limited TO IMPORT AND EXPORT OF MERCHANDISE.

### ARTICLE THREE

#### Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 1000 Shares each having a per value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of stockholders. All or 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-assessable.

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**ARTICLE FOUR**  
**Initial Capital**

The amount of capital with which this Corporation shall begin business shall be: **One thousand dls and 00/100 (\$1000.00)**.

**ARTICLE FIVE**  
**Term of Existence**

This Corporation shall have perpetual existence.

**ARTICLE SIX**  
**Principal Office**

The following shall be the street address and the principal office for 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 places within or without the State of Florida that may be deemed expedient:

**10987 SW 69<sup>TH</sup> TERRACE**  
**MIAMI, FLORIDA 33173**

**ARTICLE SEVEN**  
**Directors**

There shall be an Initial Board of Directors for this Corporation which shall consist of **SIX** officer, but shall never be less than **ONE**. Each of said Directors shall be of full age and each of them shall be residents of the United States. 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 required to elect a Director.

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**ARTICLE EIGHT**  
**Initial Board of Directors**

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

NAME	ADDRESS	OFFICER
HUMBERTO E. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	PRESIDENT
MARTHA L. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	V/PRESIDENT
MARIA A. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	TREASURER
MARIA M. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	SECRETARY
ANA L. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	SECRETARY
MARIA G. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	SECRETARY

**ARTICLE NINE**  
**Incorporators**

The name and address of each subscriber to these Articles of Incorporation and the number of shares each agrees to purchase are:

NAME	ADDRESS	NO. OF SHARES
HUMBERTO E. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	400
MARTHA L. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	200
MARIA A. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	100
MARIA M. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	100
ANA L. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	100
MARIA G. PALACIOS	10987 SW 69 <sup>TH</sup> TERRACE MIAMI, FL. 33173	100

**ARTICLE TEN**  
**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 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 member, may be a party to, or may be pecuniarily 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 fully disclosed to each of the other shareholder and officers of the corporation 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 of this Corporation, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

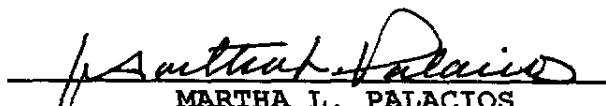
**ARTICLE ELEVEN**  
**Amendment**

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.


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IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated therein this 11<sup>TH</sup> day of APRIL, 2005.

  
HUMBERTO E. PALACIOS  
PRESIDENT

  
MARTHA L. PALACIOS  
VICE PRESIDENT

Sworn to and subscribed before me this 11<sup>TH</sup> DAY OF APRIL, 2005.

  
Notary Public  
ALINA B. LOPEZ  
MY COMMISSION # DD 149259  
EXPIRES: September 13, 2006  
Bonded Thru Budget Notary Services



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

**PALACIOS-RAMIREZ ENTERPRISES, INC.**

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

HUMBERTO E. PALACIOS  
10987 SW 69<sup>TH</sup> TERRACE  
MIAMI, FLORIDA 33173

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED

AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

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