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04/29/05--01031--025 **78.75

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05 APR 29 PM 12: 20
FLORIDA STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
05 MAY -3 PM 2: 15
TALLAHASSEE, FLORIDA

2005

**LAZARUS
CORPORATE FILING SERVICE**

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

1. SEMPER ELECTRIC, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 2, 2005

LAZARUS

SUBJECT: SEMPER ELECTRIC, INC
Ref. Number: W05000022137

We have received your document for SEMPER ELECTRIC, INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 505A00030998

ARTICLES OF INCORPORATION

OF

SEMPER INC.,

FILED

05 MAY -3 PM 2:15

**DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA**

Article I - Name

The name of this corporation is :

SEMPER INC.,

Article II - Duration

This Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

Article III - Purpose

The Corporation may engage in any legal activity. The Corporation may engage in the purchase or acquisition of property, business, rights or franchises, to incur debt, and to raise, borrow money and secure the payment of money in any lawful manner, and for the purpose of transacting any or all lawful business.

Article IV - Capital

This Corporation is authorized to issue 1,000 shares of One dollar (\$1.00) par value common stock.

**Article V - Preferences, Limitations and
Relative Rights of Shares of Capital Stock**

Section 1. Rights upon liquidation or dissolution.

The assets of this Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

Article VII - Initial Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-laws.

The names and addresses of the persons who shall serve as director until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

PRESIDENT/SECRETARY:

**Felix Semper
256 NW 64th Ave
Miami FL 33126**

Article VIII - Incorporator

The name and post office address of the incorporator is:

**Felix Semper
256 NW 64th Ave
Miami FL 33126**

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

Article XI- Merger

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or nor such approval is required by law.

Article XII - Indemnification

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

Article XIII - Address

The mailing address of the corporation is:

**256 NW 64th Ave
Miami FL 33126**

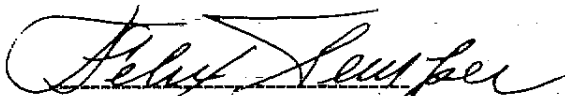
The street address and principal office of the corporation is:

**256 NW 64th Ave
Miami FL 33126**

Article XIV - 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.

IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of Incorporation this 27th day of April, 2005.



Felix Semper - subscriber

FILED

Article IX - Initial Register Office and Agent

05 MAY -3 PM 2:15

**CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTER OFFICE**

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the register office/register agent, in the State of Florida.

The name and street address of the initial register agent and office of

SEMPER INC.

is:

Felix Semper
256 NW 64th Ave
Miami FL 33126

Signature:


(Corporate Officer)

Title : President

Date : 4/27/05

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Status relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325, Florida Statutes.

Signature:


Felix Semper - REGISTER AGENT

Date:

4/27/05