

# P05000078164

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## FLORIDA PROFIT CORPORATION OR P.A.

**catedral duct designs, corp**

D. WHITE MAY 31 2005

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**ARTICLES OF INCORPORATION  
OF  
CATEDRAL DUCT DESIGNS, CORP**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Law of Florida.

**ARTICLE I. - NAME**

The name under which this Corporation will conduct its business and be known and recognized is:

**CATEDRAL DUCT DESIGN, CORP**

**ARTICLE II. NATURE OF BUSINESS**

The general nature business to be transacted by this corporation shall be:

**DUCTS INSTALLATION, REPAIR & SERVICES**

Any and all activities permitted under the law of the State of Florida and the United States if America,

**ARTICLES III. - CAPITAL STOCK**

The maximum number and class of shares of stock that this Corporation is authorized to have outstanding any one time are One hundred (100) at 1.00 value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or service actually performed for the Corporation. Neither promissory notes or future services shall constitute payment for the issuance of shares.

All the aforementioned stocks to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasure shares or convertible securities.

**ARTICLE IV. - TERM OF EXISTENCE**

This Corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the Corporation to that effect takes place.

Prepared by: *Josefina Decamps*  
Infinity Travel & Services

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#### **ARTICLES V. - ADDRESS**

The initial place of business address of this Corporation in the State of Florida is:

11261 SW 7<sup>TH</sup> TERRACE  
MIAMI, FLORIDA 33174

The registered office address for this Corporation in the State of Florida will be:

11261 SW 7<sup>TH</sup> TERRACE  
MIAMI, FLORIDA 33174

Its registered agent:  
**CESAR CASTILLO**

#### **ARTICLES VI. - SHAREHOLDER**

Shareholders meetings will take place once a year or within the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in not event shall a quorum consist of less than on third of the shares entitled to vote at the meeting.

Shareholder will have the power to adopt, alter amend, or repeal corporate by-laws or they may vest such responsibilities on the board of Directors.

#### **ARTICLES VII. - DIRECTORS**

This Corporation shall have one Director initially. The number of Director may be increased or decreased from time to time un such manner as may be prescribed by the By-laws but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall, serve at any time hereafter as a Director or Officer if the Corporation, and any person who serves at the request of this Corporation, as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or Officer of the Corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such person for all legal and other expenses reasonably incurred by him in connection with claim or liability provided that no person shall indemnified.

Against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify reimbursed such person in any proper case even though not specifically herein provided for.

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 Director of the Corporation are peculiarly or otherwise interested in any contract or transaction of the Corporation, provided that the fact that he or such firm so interest shall be disclosed or shall have known to the Board of Directors or such members thereof or shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the Corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such Director or Officer of such other Corporation or not so interest.

#### **ARTICLE VIII.- INITIAL DIRECTORS**

The names and post office addresses of the members of the first board of Directors are:

CESAR CASTILLO  
PRESIDENT

100 STOCKS

#### **ARTICLE IX. - SUBSCRIBERS**

The name and post office address of each subscriber of these articles of Incorporation is:

CESAR CASTILLO  
11261 SW 7<sup>TH</sup> TERRACE  
MIAMI, FLORIDA 33172

#### **ARTICLE X. - AMENDMENT**

These Article of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitles to vote thereon.

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FILED

Restate articles of Incorporation may be adopted, IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 20<sup>th</sup> day of May, 2005.

2005 MAY 20<sup>TH</sup>  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
CESAR CASTILLO

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

In pursuant to Chapter 48.091 Florida Statutes, the following is submitted in compliance with said act:

First that **CATEDRAL DUCT DESIGNS, CORP,** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI County of Dade, State of Florida has named **CESAR CASTILLO**, located at 11261 SW 7<sup>TH</sup> TERRACE, MIAMI, FLORIDA 33172, County of Dade, State of Florida, as its agent to accept services of process within.

**ACKNOWLEDGMENT,**

Having been named to accept service to process for the above Stated Corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative keeping open said office,.

  
BY: **CESAR CASTILLO**  
Resident Agent

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