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(Business Entity Name)

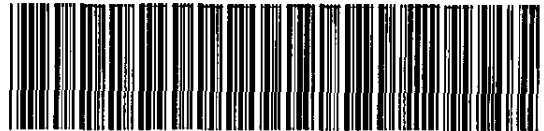
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TALLAHASSEE, FLORIDA

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Osvaldo J. Lom, CPA  
8305 S.W. 106 Street  
Miami, Florida 33156  
305 273 1148  
305 270 2333 Fax

**Date:** June 2, 2005

**To:** Sate of Florida Department of State, Division of Corporations

**From:** O. Lom, CPA 

**Re:** Filing of articles of incorporation

Attached are the articles of incorporation and a check for the filing fee,  
designation of registered agent, certified copy, certificate of status and transmittal  
letter for Varela & Prieto Engineering Services, Inc.

Please return the documents to:

Osvaldo J. Lom, CPA  
8305 S.W. 106 Street  
Miami, Florida 33156

Thanks in advance for your help.

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: VAROLA & PRIETO ENGINEERING SERVICES, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: OSVALDO J. LOM, CPA  
Name (Printed or typed)

8305 SW 106 St.  
Address

MIAMI, FL 33156  
City, State & Zip

305 552 4555  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

# **ARTICLES OF INCORPORATION OF Varela & Prieto Engineering Services, Inc.**

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

## **ARTICLE I**

### **NAME OF CORPORATION**

The name of the Corporation shall be Varela & Prieto Engineering Services, Inc.

## **ARTICLE II**

The general nature of the business to be transacted by this corporation is render engineering and consulting services, and any other activities or business permitted under the laws the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge sell assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit

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society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

## **ARTICLE III**

### **CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at anyone time is five hundred (500) shares at One (\$1.00) Dollar par value.

## **ARTICLE IV**

### **INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than five Hundred (\$500.00) Dollars.

## **ARTICLE V**

### **TERMS OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE VI**

### **PRINCIPAL PLACE OF BUSINESS**

The initial street address in this State of the principal office of this corporation is 8555 S.W. 152 Avenue, Unit # 102, Miami, Florida 33193.

The Board of Directors may, from time to time move the principal office to any other address in Florida.

## **ARTICLE VII**

### **DIRECTORS**

This corporation shall have no less than two (2) directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

## **ARTICLE VIII**

### **INITIAL DIRECTORS**

The names and street addresses of the members of the first Board of Directors are:

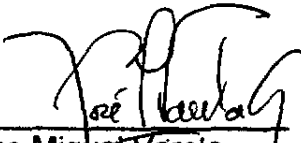
Jose Miguel Varela and Alba Prieto, 8555 S.W. 152 Avenue, Unit # 102, Miami, Florida 33193.

The initial Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

### **REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be 8555 S.W. 152 Avenue Unit # 102, Miami, Florida 33193, and the registered Agent shall be Jose Miguel Varela.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provisions of the Act relative to keeping open said office.

By:   
Jose Miguel Varela

STATE OF FLORIDA)

COUNTY OF DADE)

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 Miguel Varela, to me known to be the person described as Registered Agent, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he executed those Articles of Incorporation.

Witness my hand and seal, in the County and State named this 2nd day of June, 2005.

Milli Becerra  
Notary Public State of Florida

My commission expires:



Milli Becerra  
My Commission DD0366201  
Expires December 21, 2008

## ARTICLE IX

### INCORPORATOR

The names and post office addresses of the Incorporators executing these Articles of Incorporation are as follows:

**Incorporator**

Jose Miguel Varela

**Address**

8555 S.W. 152 Avenue  
Unit # 102  
Miami, Florida 33193

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Jose Miguel Varela  
Jose Miguel Varela

### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every



amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

STATE OF FLORIDA)

COUNTY OF DADE)

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 Miguel Varela, to be the person described as incorporator and subscriber herein, and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and seal, in the County and State named above this 2nd day of

June, 2005. .

Milw Becerra  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



Milw Becerra  
My Commission DD0306201  
Expires December 21, 2008

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE