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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**h.g. construction, development and investment, inc.**

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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 28, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: H.G. CONSTRUCTION, DEVELOPMENT AND INVESTMENT, INC.  
REF: W05000044749

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF**

**H.G. Construction, Development and Investment, Inc.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I--NAME**

The name of the corporation is H.G. Construction, Development and Investment, Inc. The principal office of the corporation is at: 7570 SW 77<sup>th</sup> Avenue, Miami, Florida 33143

**ARTICLE II--DURATION**

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

**ARTICLE III--PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV--STATED CAPITAL**

The corporation is authorized to issue 1000 shares of one Dollar(s) (\$1.00) per value common stock.

Each outstanding share, regardless of class, shall be entitled

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**ARTICLE VI-BY LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE VII-AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE VIII-INCORPORATOR:**

The name and address of the subscriber to these Articles of Incorporation is:

Hilario Gonzalez III 7570 SW 77<sup>th</sup> Avenue, Miami, Florida 33143

**ARTICLE IX-INITIAL REGISTERED OFFICER AND AGENT**

The street address of the initial registered officer of the corporation shall be the same as the principal office of the Corporation and the name of the initial registered agent is Hilario Gonzalez III.

IN WITNESS WHEREOF, the undersigned as incorporator do hereby

to vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

#### ARTICLE V- BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors


Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose may be exercised and performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have (1) director initially. The number of directors may hereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The name and street address of the initial Director who shall hold office is : Hilario Gonzalez III (PRESIDENT)

7570 SW 77<sup>th</sup> Avenue, Miami, FL 33143

execute these Articles of Incorporation, this 30th day of  
September, 2005.

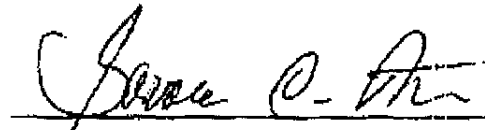
  
\_\_\_\_\_(seal)  
HILARIO GONZALEZ III

STATE OF FLORIDA )

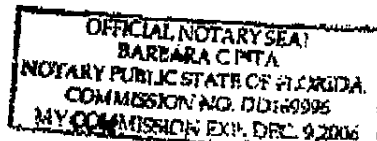
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, an officer duly  
authorized to administer oaths and take acknowledgments personally  
appeared HILARIO GONZALEZ III known to me and known by the person  
who executed the foregoing Articles of Incorporation and who  
acknowledged that he executed the same freely and voluntarily and  
for the purposes therein expressed.

WITNESS my hand and official seal this 30<sup>th</sup> day of September,  
2005, at Miami-Dade County, Florida.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



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

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED Hilario Gonzalez III, LOCATED AT 7570 SW 77<sup>th</sup> Avenue, Miami, Florida 33143 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:



Hilario Gonzalez III, President

Date: September 30, 2005

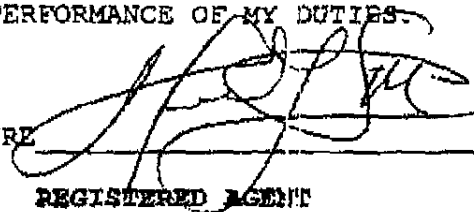
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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



REGISTERED AGENT

DATE: September 30, 2005

Prepared by: Hilario F. Gonzalez

Bar No. 250945

1925 Brickell Avenue, Ste. D-301, Miami, FL 33129

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