

PD 5000/52315

(Requestor's Name)

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(Business Entity Name)

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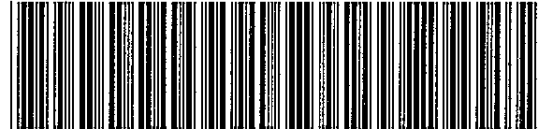
Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Marlene Bracero **GAVE**
AUTHORIZATION BY PHONE TO
CORRECT Article II & RA Cert.
DATE 11/16/05
DOC. EXAM MRS

Office Use Only



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11/15/05--01029--011 **87.50

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 NOV 15 PM 2:45

MRS 11/16

COVER LETTER

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

SUBJECT: M Braccero Investments, 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: Marlene Braccero
Name (Printed or typed)

150 N.E. 15th street Unit 141
Address

Ft. Lauderdale, FL 33302
City, State & Zip

954-234-6933
Daytime Telephone number

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MBracero Investments, Inc.

05 NOV 15 PM 2:45

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is MBracero Investments, Inc.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The address of the Corporation's principal mailing address is 150 N.E. 15th Street Unit 141, Ft. Lauderdale, Florida 33302

ARTICLE III - DURATION AND EFFECTIVE DATE

The duration of this Corporation is perpetual, unless dissolved according to the law.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to engage in any activity of business permitted under the laws of the United States and Florida.

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 100 shares of a Class A Common Stock at one Dollar (\$1.00) par value per share. Fully paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of the consideration received for such shares shall constitute capital surplus.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - SHAREHOLDERS RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their prorata shares of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, shares of property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the re-issuance of all redeemed or otherwise acquired shares, including the re-issuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII - QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of Shareholders.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office 150 N.E. 15th Street Unit 141, Ft. Lauderdale, Florida 33302.

ARTICLE X - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

ARTICLE XI - INCORPORATION

The name and street of the incorporator signing these Articles of Incorporation is as follows:

Marlene Bracero

150 N.E. 15th Street Unit 141
Ft. Lauderdale, Florida 33302

ARTICLE XII - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other Corporation, firm, association or entity in which one or more its Directors or officers or are financially interested, shall either be void or void able because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorized, approves or ratifies such contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof, which authorizes, approves or ratifies such contracts or transactions.

ARTICLE XIII - BY LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XIV - EMERGENCY BY-LAWS

The Board of Directors of the Corporation may adopt By-Laws to be effective only in an "emergency". An emergency exists if a quorum of the Corporation's Directors cannot readily be assembled because of some catastrophic event. Emergency By-Laws are the subject to amendment or repeal by the Shareholders as well as the directors.

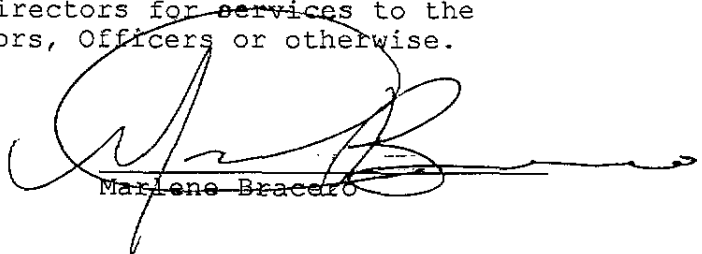
ARTICLE XV - SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporations and for creating, defining, limiting, and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control Stock in the Corporation as a condition precedent to Holding an office in this Corporation.
2. The Board of Directors may prescribe a method or

Methods for replacement of lost certificates, and prescribe reasonable condition by way of security upon issue of new certificates therefore.

3. The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, Officers or otherwise.



Marlene Bracero

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 NOV 15 PM 2:45

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

In pursuance of § 48.091 (1) and 607.034, Florida Statutes,
the following is submitted in compliance thereof:

That MBracero Investments, Inc. organized as a Corporation
under the laws of the State of Florida, with its registered
office in Florida being in the county of Broward, at 150 N.E.
15th Street 141 Unit, Ft. Lauderdale, Florida, 33302.

Marlene Bracero is located at 150 N.E. 15th Street Unit 141, Ft. Lauderdale
Florida 33302 as its initial registered agent to accept service
of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated Corporation, at the initial registered office of the
Corporation in this State, I hereby accept to act in this
capacity and agree to comply with the provisions of said statute
relative to keeping the registered office of the Corporation open
from 8:00 a.m. to noon each day, except Saturdays, Sundays, and
legal holidays, and to post therein a sign designating the name
of the Corporation and the name of its registered agent.

By: 

Marlene Bracero