

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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

**BIERHOFF FINANCIAL CORP.**

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF INCORPORATION  
OF

BIERHOFF FINANCIAL CORP.

We undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

BIERHOFF FINANCIAL CORP.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares, which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of one dollar each (\$1.00). All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders, which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than five hundred dollars (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

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ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 14250 S.W. 74 ST. Miami, FL 33183

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is 14250 S.W. 74 ST. Miami, FL 33183

The registered Agent at the registered address is LUIS R. GUTIERREZ

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Luis R. Gutierrez	President/ Registered Agent	14250 S.W. 74 ST.
	Treasurer	Miami, FL 33183

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ARTICLE X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Luis R. Gutierrez	14250 S.W. 74 ST. Miami, FL 33183	100%

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided there under.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 21 day of NOVEMBER 2005.

X   
 Luis R. Gutierrez  
 President, Registered Agent  
 Treasurer

STATE OF FLORIDA)  
COUNTY OF DADE)

I HEREBY CERTIFY THAT on this day, personally appeared before me,  
an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

**Luis R. Gutierrez**

To me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal at City of Miami, State of Florida, this 21 day of November 2005.

Notary Public, State of Florida at Large

*Josefina Alva*  
NOTARY PUBLIC-STATE OF FLA.  
**Josefina Alva**  
Commission # DD41  
Expires: MAR. 31,  
Bonded Thru Atlantic Bonding Co.

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.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **BIERHOFF. FINANCIAL. CORP.**

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 **Luis R. Gutierrez**  
(Name of Registered Corporation)

located at

**14250 S.W. 74 ST. Miami, FL 33183**

City of Miami, State of Florida, as its Agent to accept service of process within Florida.

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SIGNATURE

TITLE

DATE

*Luis R. Gutierrez*  
Luis R. Gutierrez  
President, Registered Agent  
Treasurer  
2/11/05

Having been named to accept service of process for the above state 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 statutes relative to the proper and complete performance of my duties.

SIGNATURE

DATE

*Luis R. Gutierrez*  
(Registered Agent)  
2/11/05

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