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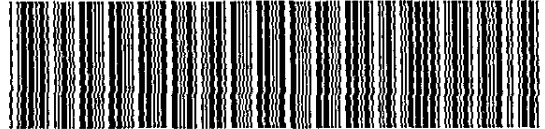
(Business Entity Name)

(Document Number)

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2005 NOV 22 AM 8:39  
TALLAHASSEE FLORIDA

11/29/05

**TRANSMITTAL LETTER**

2005 NOV 22 AM 8:39

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

November 17, 2005

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

SUBJECT: **J & F TECHNOLOGIES, INC.**  
(Proposed Corporate Name)

Enclosed are an original and one (1) copy of the articles of incorporation, and a check in the amount of \$78.75 in payment of filing fees and Certificate of Status.

From: **Fabio Yanguas**  
**123 SE 3<sup>rd</sup> Avenue**  
**#399**  
**Miami, FL 33131**

**ARTICLES OF INCORPORATION**  
**J & F TECHNOLOGIES, INC.**

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CLERK OF STATE  
TALLAHASSEE FLORIDA

**Article I – Name**

The Name of the corporation is:

**J & F TECHNOLOGIES, INC.**

**Article II – Principal Office**

The initial principal place of business and mailing address of this corporation is:

123 SE 3<sup>rd</sup> Avenue  
#399  
Miami, FL 33131

**Article III – Directors/Officers**

The names and address of the initial directors/Officers are:

President/Secretary/Director: Fabio Yanguas,  
123 SE 3<sup>rd</sup> Avenue, #399, Miami, FL 33131

**Article IV – Shares**

The number of shares that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares with a \$1.00 par value.

**Article V – Initial Registered Agent and Address**

The name and address of the initial registered agent for this corporation is

Daniel H. Hurtado  
7999 Executive Center Drive  
Doral, FL 33166

## **Article VI – Purpose**

The Purpose of this corporation is: Import and export of technology and related services as well as any or all-lawful business permitted under the laws of the United States, the State of Florida, and any other state, county, territory or nation.

## **Article VII – Duration**

The corporation shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by its directors.

## **Article VIII – Pre-emptive Rights**

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation filed originally or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

## **Article IX- Beginning of Corporate Existence**

The date when the corporate existence of this corporation shall begin business shall be the time of filing of these Articles of Incorporation by the Department of State.

## **Article X- Limitation of Liability**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

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 or reimburse such person in any proper case even though not specifically provided for herein.

## **Article XI- Self Dealing**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are

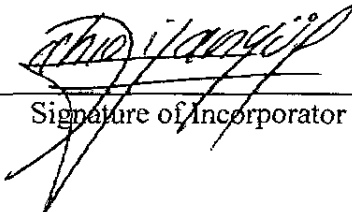
directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested, provided by the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation, or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

### **Article XII- Amendments**

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 it to the stockholders and approved at the stockholders 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.

### **Article XIII- Incorporator**

The name and address of the incorporator for this corporation is

  
\_\_\_\_\_  
Signature of Incorporator

11-17-2005  
\_\_\_\_\_  
Date

### **Certificate of Designation of Registered Agent/Registered Office**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in the designation of the registered Agent/Registered Office, located in the State of Florida:

The name of the corporation is:

**J & F TECHNOLOGIES, INC.**

The name and address of the initial registered agent for this corporation is:

Daniel H. Hurtado  
7999 Executive Center Drive  
Doral, FL 33166

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

11/17/2005

Date

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