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CAPITAL CONNECTION

NO. 3706 P. 1

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CALIDAD MACHINERY INCORPORATED**

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CAPITAL CONNECTION

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January 19, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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**ARTICLES OF INCORPORATION**

**OF**

**CALIDAD MACHINERY, INCORPORATED**

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit, and for that purpose, hereby certify, declare and set forth as follows,

to wit;

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**CALIDAD MACHINERY INCORPORATED**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

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

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this corporation shall be **FIVE HUNDRED SHARES (500)** at \$1.00 per share par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the stockholders of this corporation.

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**ARTICLE IV**

**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be Five Hundred Dollars (\$500.00).

**ARTICLE V**

**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said corporation shall be 350 SW 14<sup>th</sup> Avenue, Pompano Beach, Florida 33069 with the privilege of having branch offices at other places within or without the State of Florida.

**ARTICLE VII**

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the corporation's registered agent is:

**RANDOLPH H. STRAUSS, PA**

4301 NE 1st Terrace, Suite 1, Ft. Lauderdale, FL

**ARTICLE VIII**

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**OFFICERS AND DIRECTORS**

The names and addresses of the first directors and officers of the corporation who shall hold office for the first year or until their successors are chosen shall be:

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<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Chad Kuschel	350 SW 14 <sup>th</sup> Avenue Pompano Beach, Florida	President

This corporation shall have at least one, but not more than four directors, and 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.

#### ARTICLE IX

##### SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of stock each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Chad Kuschel	350 SW 14 <sup>th</sup> Avenue Pompano Beach, Florida 33069	100

#### ARTICLE X

Shares of stock held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

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**ARTICLE XII**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the By-laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the fact herein stated are true, this 18<sup>th</sup> day of January, 2006.

IN THE PRESENCE OF:

  
Witness

Witness

  
RANDOLPH H. STRAUSS, ESQUIRE

IN WITNESS WHEREOF, the undersigned being the registered agent to the corporation mentioned above, for the purpose of forming a corporation to do business both within and without the state of Florida, under the laws of Florida, hereby states that I am familiar with and accept the duties and responsibilities as registered agent for said corporation. SIGNED THIS 18<sup>th</sup> DAY OF January 2006.

  
RANDOLPH H. STRAUSS, ESQUIRE

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