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CORPORATION NAME(S) & DOCUMEN	T NUMBER(S), (if known):
1. BAJOFER SERVIC (Corporation Name)	ES, INC. (Document #)
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2. (Corporation Name)	(Document #)
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Examiner's Initials

### CERTIFICATION OF INCORPORATION

#### **ARTICLE ONE**

#### **NAME**

The name of this corporation shall be:

#### BAJOFER SERVICES, INC.

#### ARTICLE TWO

This corporation may engage in any activity of business Permitted under the laws of the United States of America And the laws of the State of Florida.

#### ARTICLE THREE

#### TERM OF EXISTENCE

This corporation shall have perpetual existence,
Unless sooner dissolved in accordance with the laws of the
State of Florida. The date on which corporation existence
Shall begin the date of incorporation.

#### ARTICLE FOUR

#### MINIMUM CAPITAL

The amount of capital with which the corporation shall begin Business shall not be less than Five Hundred Dollars (\$500.00) Or such grater amount as may be required by law.

#### **ARTICLE FIVE**

#### CAPITAL STOCK

This corporation is authorized to issue shares of stocks as follows.

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of common stock that this Corporation may issue is: One Hundred (100) shares, having a par Value of (\$5.00) Five Dollars per share.
- C: Consideration: Shares of Common Stock may be issue in exchange per cash, Real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

06 FEB -7 PH 12: 56

- D. Voting Rights: Each share of common stocks shall entitle the record Holden thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- E. Liquidation Rights: Holders of Common stocks are entitle, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

#### ARTICLE SIX

#### NUMBER OF DIRECTORS

This corporation shall at all times have at least, one Director. The stockholders of this corporation may, from time to time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation shall at all time have a minimum of one Director.

#### **ARTICLE SEVEN**

#### **AMENDMENT**

This certificate of incorporation may be amended in any manner in any manner consistent With the laws of the State of Florida.

#### **ARTICLE EIGHT**

#### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have Any force or effect, unless assented in writing by the holders of the required percentage Of this corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

- 1. Amendment of this Certificate of Incorporation:
  - Required percentage 51%
- Sale, lease or exchange of all of this corporation's property and Assests, or of any property or assets of this corporation essential To the business of this corporation:

Required percentage 51%

3. Merger or consolidation of this corporation into or with any other Corporation:

Required percentage 51%
4. Voluntary dissolution of this corporation:
Required percentage 51%

#### ARTICLE NINE

#### STOCKHOLDERS AND DIRECTORS

The names and addresses of the stockholders and directors are as follows:

NAME	ADDRESS	OFFICE	SHARES
Elisabeth Elia Carlíni	243 Hillview Road Venice, Fl. 34293	President Director	50
Luís Eduardo Carlini	243 Hillview Road Venice , Fl. 34293	Secretary Director	50

#### **ARTICLE ELEVEN**

#### **REGISTERED AGENT**

The registered agent and the registered office of this corporation shall be:

Elisabeth Elia Carlini 243 Hillview Road Venice, Fl. 34293

## SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, a United State resident competent to contract, execute this Certificate of Incorporation as it's subscribes and directors. The undersigned Individual shall hold office as a director until his successors have qualified, Following their election or appointment. The street address of such individual Shall be the initial street address in Florida of the principal office of this corporation.

SUBSCRIBER/DIRECTOR: Elisabeth Elia Carlini

STREET ADDRESS/PRINCIPAL OFFICE: 243 Hillview Road Venice, Fl. 34293

In witness whereof, the undersigned subscriber does make, acknowledge and File this certificate for the purpose of forming a corporation for profit under The laws of the State of Florida.

DATE:

Elisabeth Elia Carlini

STATE OF FLORIDA COUNTY OF MIAMI-DADE

Before me the undersigned authority, personally appeared to me, well known and Known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation and who acknowledged before me that the same was Executed for the purposes their in expressed.

In witness whereof, I have hereunto affixed my hand and official seal at Miami-Dade County, Florida.

Date. 2-3-06

My commission expires

Marta Feria / Commission # DD131393
Expires July 8, 2006
Ronded Thru

Notary Public State of Florida

admite Banding Co., Inc.

## CERTIFICATE DESIGNATING OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, ANEMING AGENT UPON

#### WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted in compliance with said Act:

That <u>BAJOFER SERVICES</u>, <u>INC.</u> desiring to organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of, County State of Florida, has named:

Elisabeth Elia Carlini as its agent to accept service of process within this State

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Registered Agent