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B. McKnight APR 17 2006

**LAZARUS
CORPORATE FILING SERVICE**

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CRUZ BROKERAGE, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

CERTIFICATION OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

CRUZ BROKERAGE, 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 greater 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.

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D. Voting Rights: Each share of common stocks shall entitle the record Holder 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%
2. Sale, lease or exchange of all of this corporation's property and
Assets, 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:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
Maritza Mendoza	12841 SW 43 Dr. # 152A Miami, Fl. 33175	President Vice-President Treasurer Secretary	100

ARTICLE ELEVEN

REGISTERED AGENT

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

Maritza Mendoza
12841 SW 43 Dr. # 152A
Miami, Fl. 33175

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: Maritza Mendoza

STREET ADDRESS/ PRINCIPAL OFFICE: 12841 SW 43 Dr. # 152A Miami, FL. 33175

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:


Maritza Mendez

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. _____

Notary Public
State of Florida

My commission expires. _____

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 CRUZ BROKERAGE INC 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 Miami, County Miami-Dade State of Florida,
has named:

Maritza Mendoza 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.

By Maritza Mendoza
Registered Agent

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11:24
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