

MAY 11, 2006 4:55PM

CAPITAL CONNECTION

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**AMERICAN IMPACT MANAGEMENT CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
AMERICAN IMPACT MANAGEMENT CORP.**

THE UNDERSIGNED hereby makes, subscribes, acknowledges and files with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a Corporation for profit, in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the Corporation shall be **AMERICAN IMPACT MANAGEMENT CORP.**

**ARTICLE II**

**Address**

The initial street address of the principal office of this Corporation shall be, 6271 N. W. 110th Terrace, Hialeah, Florida 33012.

**ARTICLE III**

**Existence**

This Corporation shall have a perpetual existence.

**ARTICLE IV**

**Purpose**

This Corporation is organized for the purpose of transacting any lawful business in the United States, and shall have all powers relating thereto, and to engage in and transact any lawful business for which corporations may be incorporated under the laws of the State of Florida.

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**ARTICLE V****Capital Stock**

The aggregate number of shares of stock which the Corporation is authorized to issue is one hundred (100) shares of common stock with no par value. Holders of the capital stock shall not have any preemptive rights to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purpose.

**ARTICLE VI****Initial Registered Office and Agent**

The street address of the Corporation's initial registered office is 6271 N. W. 110th Terrace, Hialeah, Florida 33012, and the name of the Corporation's initial registered agent is Julio Cesar Cespedes at such address. The Corporation may change its registered office or its registered agent or both at any time by filing with the Department of State of the State of Florida, a statement complying with Section 607.0502, Florida Statutes.

**ARTICLE VII****Initial Board of Directors**

This Corporation shall have no less than One (1) Director. The number of Directors may be changed from time to time by the Board of Directors of the Corporation. The number of Directors constituting the initial Board of Directors of this Corporation is One (1) and the name and address of the person who is to serve as such is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Julio Cesar Cespedes	6271 N. W. 110th Terrace Hialeah, Florida 33012

**ARTICLE VIII****Incorporators**

The name and address of the incorporator of this Corporation is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Julio Cesar Cespedes	6271 N. W. 110th Terrace Hialeah, Florida 33012

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**ARTICLE IX****Officers**

The initial officer of the Corporation shall be a President and Secretary, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents, and/or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The name and address of the initial officer of this Corporation is as follows:

<b>Office</b>	<b>Name &amp; Address</b>
<b>PRESIDENT</b>	Julio Cesar Cespedes 6271 N. W. 110th Terrace Hialeah, Florida 33012
<b>SECRETARY</b>	Julio Cesar Cespedes 6271 N. W. 110th Terrace Hialeah, Florida 33012

**ARTICLE X****Amendment of Articles of Incorporation**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes, and all rights conferred upon the stockholders are subject to this reservation.

**ARTICLE XI****Indemnification**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she was or is a Director or Officer of the Corporation, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, including appeals.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation has the power to indemnify him/her against such liability under the provision of this section.

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IN WITNESS WHEREOF, I, the undersigned Incorporator, have executed these Articles for the uses and purposes therein stated.

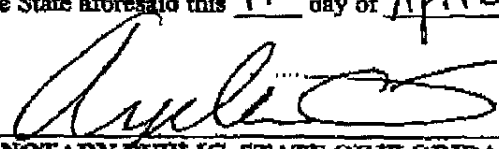
  
\_\_\_\_\_  
JULIO CESAR CESPEDES

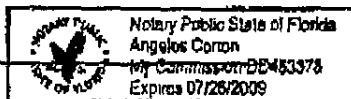
STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF MIAMI-DADE         )

BEFORE ME, the undersigned authority, personally appeared JULIO CESAR CESPEDES, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and seal in the County and the State aforesaid this 11<sup>th</sup> day of April, 2006.

My commission expires:

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE



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**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
OF  
AMERICAN IMPACT MANAGEMENT CORP.**

Having been named to accept service of process for the above corporation at the place designated in the 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, including Florida Statute 607.0501(3).

  
\_\_\_\_\_  
JULIO CESAR CESPEDES

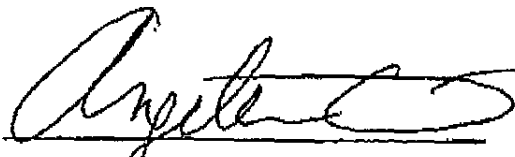
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared JULIO CESAR CESPEDES this 11<sup>th</sup> day of April, 2006, to me well known to be the individual described in and who executed the foregoing Acceptance of Designation of Registered Agent and he acknowledged before me that he has executed the same for the purposes therein expressed.

Witness my hand and seal in the County and the State aforesaid this 11<sup>th</sup> day of April, 2006.

My commission expires:

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

