# Division of Corporation Of Corporati

# Florida Department of State Division of Corporations

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Fax Number : (850)205-0381

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335 Phone : (305)599-0839 : (305)716-0346 Fax Number

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# FLORIDA PROFIT/NON PROFIT CORPORATION

**EUCLID 927, INC.** 

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July 7, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FAS-T CORP. AGENTS, INC.

SUBJECT: EUCLID 927, INC.

REF: W06000030276

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#### ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

## ARTICLE I

# CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE EUCLID 927, INC.

## ARTICLE II

# NATURE OF CORPORATE BUSINESS

THIS 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

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00),

#### **ARTICLE IV**

## INTITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100,00) DOLLARS.

PREPARED BY:

CORDERO CPA P.A. ALFONSO CORDERO

8025 NW 36 STREET STE. 302 MIAMI, FLORIDA 33166

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLE V

## DURATION AND REGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN JULY 5, 2006.

# ARTICLE VI

# PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

3201 N.E. 183<sup>RD</sup> ST APT 2708 AVENTURA, FLORIDA 33160

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

MASSIMO NICASTRO
3201 N.E. 183 RD =\tau\tau
APT 2708
AVENTURA, FLORIDA 33160

#### ARTICLE VII

# DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ROBERTO PATROCCHI NUCLEO PIANACCI 28 BIBBIENA, AREZZO 52012 ITALY MASSIMO NICASTRO 3201 N.E. 183<sup>RO</sup> APT 2708 ( ST AVENTURA, FLORIDA 33160

## ARTICLE VIII

## **BOARD MEMBERS**

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME

TITLE

ROBERTO PATROCCHI

PRESIDENT VICEPRESIDENT TREASURY SECRETARY

MASSIMO NICASTRO

## ARTICLE IX

# **SUBSCRIBERS**

THE NAME AND ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

MASSIMO NICASTRO
3201 N.E. 183 RD \$77.
APT 2708
AVENTURA, FLORIDA 33160

#### ARTICLE X

## PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

# ARTICLE XI

# **AMENDMENT**

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 THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

# ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 05 DAY OF JUNE 2006.

MASSIMO NICASTRO

# ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HERBBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

MASSIMO NICASTRO

