

# H06000127925

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS  
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## To:

Division of Corporations  
Fax Number : (850) 205-0381

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

## FLORIDA PROFIT/NON PROFIT CORPORATION

24/7 processing, inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 05      |
| Estimated Charge      | \$78.75 |

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ARTICLES OF INCORPORATION

FOR

24/7 PROCESSING, INC.

EFFECTIVE DATE

10-4-06

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ARTICLE ONE

The name and address of the corporation shall be:

24/7 Processing, Inc.  
3580 S.W. 107<sup>th</sup> Court  
Miami, FL 33165

ARTICLE TWO  
NATURE OF BUSINESS

This corporation may engage in any activity or 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 corporate existence shall begin is: October 4, 2006

ARTICLE FOUR  
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred (500.00) Dollars, or such greater amount as may be required by law.

This document prepared by:  
Carlos A. Ziegenhirt, Esq.  
Florida Bar No.: 178896  
150 Alhambra Circle, Suite 1240  
Coral Gables, FL 33134  
(305) 443-7800  
(305) 443-7868

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**ARTICLE FIVE  
NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one (1) Director who is a citizen of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have minimum of one (1) Director.

**ARTICLE SIX  
CLASSES OF DIRECTORS**

The Bylaws of this Corporations may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

**ARTICLE SEVEN  
AMENDMENT**

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

**ARTICLE EIGHT  
CAPITAL STOCK**

This Corporation is authorized to issue shares of stock 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: 60.
- (c) Par Value: Each share of Common Stock shall have the par value of: \$0.
- (d) Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor of 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.
- (e) Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at equal to the par value thereof, and shall be fully paid and non-assessable.

(f) **Voting Rights:** Each share of Common Stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of the stockholders of the Corporation.

(g) **Cumulative Voting:** No holder of Common Stock shall be entitled to any right of cumulative holding.

(h) **Dividends:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

(i) **Liquidation Rights:** Holders of Common Stock are entitled, 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 NINE PRINCIPAL OFFICES OF CORPORATION**

The principal offices of the corporation shall be at 3580 S.W 107<sup>th</sup> Court, Miami, FL 33165.

#### **ARTICLE TEN REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent for the Corporation is Carlos A. Ziegenhirt, P.A. and the corporate registered address is 150 Alhambra Circle, Suite 1240, Coral Gables, FL 33134.

**I HEREBY AGREE** to act as Registered Agent for 24/7 Processing, Inc., and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

Carlos A. Ziegenhirt, P.A.

  
Name: Carlos A. Ziegenhirt, Esq.  
Title: President  
(Registered Agent)

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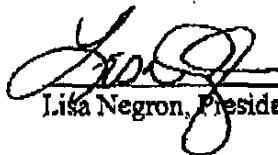
**SOLE SUBSCRIBER, INCORPORATOR AND INITIAL DIRECTOR**

The undersigned individual, competent to contract, execute these Articles of Incorporation as subscribers, incorporator and initial directors. The undersigned individuals shall hold offices as directors until their successors have qualified, following their election or appointments.

Subscriber/Incorporator/President/Director: Lisa Negron  
 Street Address: 3580 S.W. 107<sup>th</sup> Court.  
 Miami, Florida 33165

**IN WITNESS WHEREOF**, the undersigned Subscriber and Incorporator does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a Corporation for profit under the laws of the State of Florida.

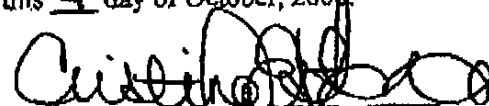
Dated: October 4, 2006

  
 Lisa Negron, President/Director

STATE OF FLORIDA       )  
                                   :SS  
 COUNTY OF DADE        )

**BEFORE ME**, the undersigned authority, personally appeared Lisa Negron, who is the person named in the document requiring notarization and is ☒ personally known to me or ( ) produced \_\_\_\_\_ as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto affixed my hand and official seal at Miami, in the said County and State, this 4<sup>th</sup> day of October, 2006.

  
 NOTARY PUBLIC, State of Florida

My Commission Expires:



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