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Division of Corporations

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Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone : (305)634-3694 : (305)633-9696 Fax Number

# FLORIDA PROFIT/NON PROFIT CORPORATION

# PALMETTO BUSINESS CENTER, INC.

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SLUNETARY OF STATE TALLAHASSEE, FLORIDA

This instrument prepared by:
Maryvel De Castro Valdes, Atty.
FL BAR #712841
Silver & Silver
108 South Miami Avenue
2<sup>rd</sup> Floor
Miami, Florida 33130

# ARTICLES OF INCORPORATION

OF

# PALMETTO BUSINESS CENTER, INC.

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

# ARTICLE I - NAME

The name of this corporation is PALMETTO BUSINESS CENTER, INC.

## **ARTICLE JI - DURATION**

This corporation is to exist perpetually.

# ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory, or nation.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value common stock.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same

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kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation is 7925 SW 24 Street, Miami, Florida 33155. The name of the initial registered agent is Jorge L. Perez, 7925 SW 24 Street, Miami, FL 33155.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

> Jorge L. Perez President

7925 SW 25 Street Miami, Florida 33155

Secretary/Treasurer

#### ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Jorge L. Perez

7925 SW 25 Street Miami, Florida 33155

# **ARTICLES IX - POWERS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

# ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

### ARTICLE XI - SHAREHOLDER AGREEMENT

The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the powers of authority conferred by law, but including provisions which by law is required to be permitted to be set forth in the by-laws of the corporation.

# **ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this <u>20</u> day of October, 2006.

Jorge L Perez

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Jorge L. Perez, to me well known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to me that he executed the same for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 20 day of October, 2006.

My Commission Expires:

MARYVEL DE CASTRO VALD
MY COMMISSION # 00 3677
EXPRES: November 13, 30

### **ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been named to accept services of process for the above styled corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Jorge L. Perez REGISTERED AGENT

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