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11/27/06--01030--005 \*\*78.75

APPROVED  
AND  
FILED  
06 DEC 18 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight DEC 18 2006

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Yali & C Corp

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

*Check was already sent*

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Yalile Cabrera

Name (Printed or typed)

4572 SW 128 Ct

Address

Miami, FL 33175

City, State & Zip

305-480-7741

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 28, 2006

YALIE CABRERA  
4572 SW 128 CT  
MIAMI, FL 33175

SUBJECT: M&Y CORP.  
Ref. Number: W06000051460

We have received your document for M&Y CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

Letter Number: 106A00068394

## ARTICLES OF INCORPORATION

OF  
Yali & C Corp

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I, the undersigned Incorporator to these Articles of Incorporation, hereby associate myself in the formation of a corporation (the "Corporation") under the laws of the State of Florida, pursuant to the provisions of Chapters 607, Florida Statutes.

### ARTICLE I

#### CORPORATE NAME

The name of this Corporation shall be:

Yali & C Corp

06 DEC 18 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

### ARTICLE II

#### PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION

The principal office or mailing address of the Corporation shall be:

4572 SW 128 Ct Miami, FL 33175

### ARTICLE III

#### NATURE OF BUSINESS

The objects and purposes to be transacted and carried on by the Corporation are as follows:

1. To engage in any and all activities which a for-profit corporation is permitted to perform under the Florida Business Corporation Act, as same is adopted, from time to time.
2. To have all of the powers conferred upon a corporation by the laws of the State of Florida, as they are from time to time enacted, or of any other state or country and which are not prohibited by the Florida Business Corporation Act.
3. The objects and purposes specified in these Articles of Incorporation, unless expressly limited therein, shall not be limited or restricted by reference to, or inference from, any provision in this or any other article of these Articles of Incorporation, shall be regarded as independent objects and purposes, and shall be construed as

powers as well as objects and purposes, all as permitted by law.

#### ARTICLE IV

##### AUTHORIZED SHARES

The Corporation shall be authorized to create issue and have outstanding at any time, a maximum of 1,000 shares of common stock.

The whole or any part of the authorized shares of the Corporation may be issued for such consideration as is permitted under The Florida Business Corporation Act, as same is adopted, from time to time. The Board of Directors of the Corporation is authorized, empowered and responsible to determine the adequacy of the consideration received or to be received by the Corporation for issuance of the shares.

The Board of Directors shall be, by the affirmative vote of a majority of the directors then in office, authorized to issue in the future, shares of stock of more than one class or more than one series with preferences, limitations and relative rights in respect to such classes or series as the Board may determine.

#### ARTICLE V

##### TERM OF EXISTENCE

The existence of this Corporation shall commence at the time that these Articles of Incorporation are duly accepted by and filed with the Department of State of the State of Florida.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be:

4572 SW 128 CT Miami, FL 33175

The initial Registered Agent of this Corporation at that address is Yalile Cabrera

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall consist of not less than 1 nor more than 2 Directors. Upon a two-third's majority vote of the incumbent members of the Board of Directors, the Board of Directors may elect to have staggered terms for membership on the Board of Directors.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until their successors are duly elected or appointed and have qualified are as follows:

NAME

STREET ADDRESS

Yalile Cabrera

4572 SW 128 CT Miami, FL 33175

ARTICLE IX

INCORPORATOR

The individual organizing this Corporation and executing these Articles of Incorporation as the Incorporator is:

NAME

STREET ADDRESS

Yalile Cabrera

4572 SW 128 CT Miami, FL 33175

ARTICLE X

SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. Except as may be provided in any shareholders agreement, no shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power for any or all of the shares of stock.

2. Except as may be provided in any shareholders agreement, no shareholder of the Corporation may transfer or otherwise dispose of his or her shares of stock in this Corporation. No shares of stock in this Corporation may be pledged or hypothecated in any manner.

3. This Corporation shall have the power to enter into, or become a partner in, any agreement for the sharing of profits and losses, union of interests, or joint venture with any person, firm or corporation for the purposes of carrying on any legal business or making any legal investment otherwise permitted for this Corporation.

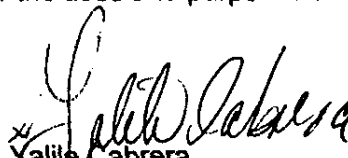
4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees and shall have the power to provide one or more of the following additional compensation plans, whether singularly on behalf of the Corporation or in participation or conjunction with other individuals, partnerships or corporations:

- (a) A pension plan;
- (b) A profit-sharing plan;
- (c) A medical-dental reimbursement plan;
- (d) A stock bonus plan;
- (e) A thrift and savings plan;
- (f) A stock option plan; or
- (d) Other retirement, death benefit or incentive Compensation plans.

5. No contract or other transaction between the Corporation and any other person, firm, association, partnership or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association, partnership or corporation. Any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested. No person, firm, association, partnership or corporation shall be adversely affected by the fact that any director or directors of the Corporation is or are interested in such contract, account, firm, association, partnership, or corporation. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or herself, or any firm, association, partnership or corporation in which he or she may in any way be interested. The directors, when so interested, shall be counted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.

6. The Corporation shall have the authority to indemnify any Director, officer or employee, on such terms and for such amounts as the Board of Directors may, by majority resolution, deem reasonable. No such indemnification may be made as to matters of willful misconduct of any such Director, officer or employee. The indemnification terms may include, provided the Board specifically so resolves, attorneys fees and costs of the indemnities which may either be in the form of a reimbursement or in the Corporation's direct payment of such expenses of the Indemnities. The Corporation is authorized to obtain and pay for insurance to cover this risk.

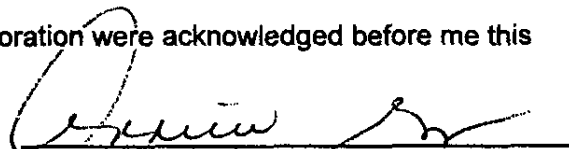
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida for the uses and purposes aforesaid, this November 16 of 2006.

  
Yalile Cabrera  
Incorporator

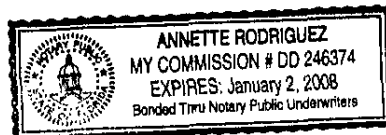
STATE OF FLORIDA

COUNTY OF Miami Dade

The foregoing Articles of Incorporation were acknowledged before me this November 16, 2006 by Yalile Cabrera .

  
Notary Public State of Florida

Personally known  
Identification presented  
*Florida Driver License*





**DESIGNATION AND ACCEPTANCE**

**OF**

**REGISTERED AGENT**

**FOR**

**Yali & C Corp**

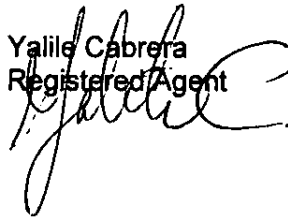
In pursuance of Chapters 48 and 607, Florida Statutes, Yali & C Corp., having filed its Articles of Incorporation contemporaneously herewith, with its Registered Office as indicated therein at 4572 SW 128 CT Miami, FL 33175, has named Yalile Cabrera located thereat as its Registered Agent to accept service of process within this state.

**Yali & C Corp**

**By: Yalile Cabrera  
Incorporator**

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

Yalile Cabrera  
Registered Agent



APPROVED  
AND  
FILED

06 DEC 18 PM 12:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA