

Jan 07 2 07 2

CFS

05444 977

sp.

Division of Corporations

Page 1

P07000003314

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000005656 3)))



H070000056563ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : EXPRESS CORPORATE FILING SERVICE INC.
Account Number : I20000000146
Phone : (305)444-4994
Fax Number : (305)444-4977

07 JAN -8 AM 11:59

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT/NON PROFIT CORPORATION

MARKOS TAPICERIA SEAT COVERS CORP

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

VH

((H07000005656)))

07 JAN -8 AM 11:59

ARTICLES OF INCORPORATION OF

MARKOS TAPICERIA SEAT COVERS CORP

THE UNDERSIGNED do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

MARKOS TAPICERIA SEAT COVERS CORP

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation is:

To carry on and engaged in services and activities associated with decisions making in the public and private sector.

To carry on and engaged in any other lawful business, to purchase, or otherwise acquire, financing, consulting, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description.

To carry on and engage in the business of upholstery seat covers, developing, manufacturing, distributing, exporting, representation, marketing and selling all type of products, domestically and abroad.

(((H07000005656)))

To carry on and engage in the business of acquiring, leasing, purchasing, developing, managing and selling and/or construction, remodeling, buy/sell, import of durable and non-durable goods machinery, real estates, including and all act necessary and/or related thereto. Metal fabrications, metal designs, stones designs, construction, remodeling, buy/sell, import and/or export of durable and non-durable goods, machinery, real estate, marble, tiles including any and all acts necessary and/or related thereto.

This company may buy shares of stock of any foreign and/or national companies throughout the world, and all types of investments in any business activity.

To carry on and engage in any business or activity which may be authorized and permitted by virtue of laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit: 1.000.- (One thousand) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

1825 N.W. 21 St.
Miami, Florida 33142

(((H07000005656)))

ARTICLE VII – MAILING ADDRESS

The mailing address of the Corporation shall be:

1825 N.W. 21 St.
Miami, Florida 33142

ARTICLE VIII – REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Marco Amaya, and the Registered Office shall be located at 1825 N.W. 21 St., Miami Florida 33142 or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

ARTICLE IX – OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

NAME	OFFICE	ADDRESS
Marco Amaya	President	1825 N.W. 21 St. Miami, Florida 33142

ARTICLE X – BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than ten (10) people.

(((H07000005656)))

ARTICLE XI – INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or people who shall serve as the Initial Director or Board of Director until the first annual meeting of the Corporation, or until his or their successor or successor are elected and are qualified, shall be as follows:

NAME	OFFICE	ADDRESS
Marco Amaya	President	1825 N.W. 21 St. Miami, Florida 33142

ARTICLE XII – INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

NAME	OFFICE	ADDRESS
Marco Amaya	President	1825 N.W. 21 St. Miami, Florida 33142

ARTICLE XIII – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIV – VOTING RIGHTS

(((H07000005656)))

That except as may otherwise be provided by law, the local voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XV – BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

ARTICLE XVI – PROXI WITH SPECIAL POWERS

The general meeting designates, to unanimity, a proxy with special powers for Mr. Marco Amaya is appointed special proxy to Constitute and/or Open and/or Buy Companies and/or Corporations and/or Associations and/or Consortium throughout the world in the name of the corporation. Opening and/or buy shares of stock of Companies and/or Corporations and/or Associations and/or Consortium throughout the world in the name of the corporation, and to open representation offices and/or banking account around the world.

The general meeting designates, to unanimity, a proxy with special powers for Mr. Marco Amaya appointed special proxy for all countries listed below. The special proxy will engage the corporation with his signature; special powers are attributed to him to represent the corporation with the facilities mentioned below:

a) To collect credits of the corporation, release receipts and cancellations,

b) To manage the offices of the corporation, check book-keeping, manage social correspondence, the nomination and remove domestic staff of the corporation and to direct of work typical of social purposes to the corporation.

((H07000005656)))

c)To represent the corporation fully at all degrees of civil, juridical, administrative, fiscal, public order, political and any other authority with general powers,

d)To represent the corporation in all degrees of civil, juridical, administrative, fiscal, public order, political and any other authority with general and special power received from warrant,

e)To represent warrant the company in any type of administrative and jurisdictional authority concerning work, with the possibility to bring to an end , appear promptly in situation with these proceedings, and act according to the same purpose, lodging appeal of nullity and any other action or exception which could be imminent over the corporation. At the same time he will be authorized to intervene at request, to contest plans who are favorable to the corporation and, in a general manner, accomplish any action and/or claim foreseen by laws for defense of proper social interests,

f) Administer all properties belonging to the corporation, or in any forms of negotiation indicated, such as rent, for this he is authorized by the rules in force. To withdraw the sums indicated, to subscribe all private contracts, necessary to form any act realized on the way of exercising faculties that for this give origin to these powers, companies/corporations throughout the world,

g) He/She are authorized to mention and/or revoke representatives around the world, of country and/or state, and to confer and/or revoke to each of the representatives their specific powers,

h) He/She are the possibility of opening and closing offices, designating a local administrator to which will be granted powers pertaining to each state or country, special proxy has the ability to remove and/or revoke nominations and/or granted power.

i) He/She are appointed special proxy for all countries.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, This 3rd day of January, 2007.


Marco Amaya

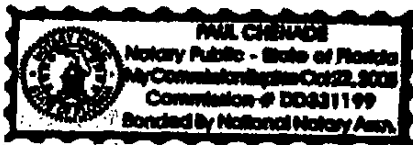
((H07000005656)))

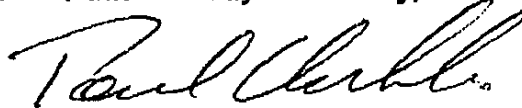
CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of MARKOS TAPICERIA SEAT COVERS CORP, and agree to serve as its Registered Agent, to accept service of process within the State as its Registered Office located at: 1825 N.W. 21 St., Miami, Florida 33142


Marco Amaya

SWORN to and SUBSCRIBED before me this 3rd day of January, 2007.





Notary Public, State of Florida at Large
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
07 JAN -8 AM 11:59