# orida Department of State Division of Corporations

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# FLORIDA PROFIT/NON PROFIT CORPORATION

#### YOLIER CORP.

| Certificate of Status | 0      |
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OCCRETATION STATE

TALLAHASSEE, FLORIDA

January 17, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FAS-T CORP

SUBJECT: YOLIER CORP. REF: W07000002451

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## CERTIFICATE OF INCORPORATION

CECRETARY OF STATE TALLABACCLE, FLORIDA

OF

#### YOLIER CORP.

We, the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a Corporation the Laws of the State of Florida.

#### ARTICLE I, NAME OF CORPORATION:

The name of the corporation shall be YOLIER CORP.

#### ARTICLE II, GENERAL NATURE OF BUSINESS:

The general nature of the business and the object and purpose to be transacted and carried on are:

To conduct any and all business not prohibited by the Laws of the United States and State of Florida.

To conduct business to have one or more officers in and manufacture, buy, held, mortgages, sell, convey, lease or officerwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and other countries to conduct debts and borrow money issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate properties, or instruments to secure the payments of corporate indebtedness as require.

To purchase the corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, held, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences or indebtedness created by any other corporation of the State of Plorida, or any other State or Government and while owner of such stock to exercise all the rights, powers and privileged of ownership, including to vote such stock.

#### ARTICLE III, CAPITAL STOCK:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the board of directors thereof, and may be paid in each, labor or services.

#### ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 1000 common stock, and the amount of capital with which this Corporation shall commence business will not be less than One Thousand Dollars (\$1,000.00).

# ARTICLE V, TERM:

This Corporation shall continue perpetitally, unless sooner dissolved according to laws.

#### ARTICLE VE PRINCIPAL PLACE OF BUSINESS:

The principal place of business of said Corporation in this State shall be

7370 NW 174 TERR Ste 102. Miami, Florida. 33015

but the Board of Directors may from time to time, move the principal place of the office to, any other address in the State of Florida.

#### ARTICLE VIL DIRECTORS:

The business of the Corporation shall be conducted by the Board of Directors, and the number of which Directors shall be fixed by stockholders at any regular or called meeting, but the member of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of stockholders, and several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors meeting held immediately after the adjournment of the annual stockholders meeting.

# ARTICLE VIII, FIRST BOARD OF DIRECTORS:

The names and addresses of the first board of directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

ERICA FABREGAS 7370 NW 174 TERR Ste 102, Miami, Florida, 33015 NAIROBI RIOS 7370 NW 174 TERR Ste 102. Mismi, Fla. 33015

YOLIMA FABREGAS 7370 NW 174 TERR Ste 102 Miami, Florida 33015

#### ARTICLE IX, SUBSCRIBERS:

The proceeds of the stock subscribed for will be at least as the amount necessary to begin business. The name and place of residence of the Subscriber to the capital stock and the number of the shares subscribed for are as follows:

ERICA FABREGAS 34% NAIROBI RIOS 33% YOLIMA FABREGAS 33%

#### ARTICLE X, OFFICERS:

The names and post office addresses of the incorporator, who subject to the provisions of this Certificate of incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified are as follows:

ERICA FABREGAS
President
7370 NW 174 TERR Ste 102
Miami, Florida. 33015

NAIROBI RIOS Vice-President 7370 NW 174 TERR Ste 102 Miami, Florida. 33015

YOLIMA FABREGAS Secretary 7370 NW 174 TERR Ste 102 Miami, Florida. 33015

### ARTICLE XI, AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stocks entitled to vote thereon, unless all Directors and Stockholders sign a written statement manifesting their intentions to certain amendments of these Articles of Incorporation be made.

CERTIFICATE DESIGNING OF BUSINESS DOMICILE FOR THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON SERVICE MAY BE SERVED.

in pursuance of Chapter 48,901, Seption 607, 164 Florida Statutes, the following is submitted, in compliance with said act:

FIRST: YOLIER CORP.

desiring to organized under the Laws of the State of Florida, with the principal office, as indicated in the Articles of incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named ERICA FARREGAS

7370 NW 174 TERR Ste 102 Miami, Fla. 33015

process with this State.

#### ACKNOWLEDGEMENT:

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

ERICA FABREGAS Registered Agent.

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| We, the undersigned, being Incorporation, kerein above name for without the State of Florida, General Conflicate hereby declaring that the number of shares of stock herein abothis 16 day of JANUARY | the purpose of for<br>Act of 1925, and<br>facts herein state<br>ove set forth, and | ming a Corpor<br>all amendment<br>d are true and | ation to do bus<br>is hereto, do m<br>respectively a   | iness within and<br>ake and file this<br>gree to take the |
|---|--|--|--|---|
| Brica Fabregas. ERICA FABREGAS  |  |  | <u>, , , , , , , , , , , , , , , , , , , </u>  | ·<br>·  |
| ERICA FABREGAS President  |  | ·  |  |   |
|   |  |  |  | ·   |
| STATE OF FLORIDA ) ) 35 COUNTY OF Mismi-Dade )  |  | . ·  |  |   |
| I, HEREBY CERTIFY THAT, on this Florida and County of Dade to take as me well known to be the persons desc of incorperation. WITNESS MY HAND AND OFFICE THIS 16 DAY OF                                | cknowledgement,<br>cibed as subscribe<br>AL SEAL IN THE                            | personally apporational in and who is COUNTY At  | eared ERICA I  | FABREGAS, to<br>regoing Articles                          |
| this 16 DAY OF  | NOTARY PUBL  | Mary.  | TE ST OPIOA  | ATT ADOE  |
| My Commission Expires:  | nvingi fubl  | TE TE  | Noony Publicates Refeal Suspens My Control 104 September 1 | 01 € 00 <u>20</u><br>50 520 1                             |