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## FLORIDA PROFIT/NON PROFIT CORPORATION

### ROMHER TRADING GROUP, INC.

|                       |         |
|-----------------------|---------|
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# **Certificate of Incorporation of ROMHER TRADING GROUP, INC.**

The undersigned subscriber to these **ARTICLES OF INCORPORATION** a natural person(s) competent to contract, forms a Corporation under the laws of the State of Florida.

## **Article One**

The name of this Corporation shall be:

**ROMHER TRADING GROUP, INC.**

## **Article Two**

The principal place of business and mailing address of this Corporation :

2335 NW. 107 Avenue # 95  
Miami, Florida 33172

## **Article Three**

The general nature of business or businesses to be transacted will be: The transaction of any and all lawful business for which corporations may be form under the laws of the State of Florida. And all the amendments and supplements thereto, or any law enacted to take the place thereof.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, execute mortgages, transfer of corporate property or other instrument to secure the payment of corporate property indebtedness as required. To seek independent distributors or investors to promote in a franchise type structure our products. Furthermore:

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida including all of the above, but not limited to same.

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## Article Four

### Terms 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: **UPON ACCEPTANCE BY THE SECRETARY OF STATE.**

## Article Five

### Capital Stock

- A. Designation: The Stock of this corporation shall be known as common stock.
- B. Authorized: The authorized number of shares of common stock that this corporation may issue is: **One Million ( 1,000,000 ) SHARES**
- C. Par-Value: Each share of common stock shall have a par value of : **One Cent (\$0.01) of a DOLLAR.**
- D. Minimum Capital: The amount of capital with which the corporation shall begin shall not be less than: **TEN THOUSAND DOLLARS (\$1,000.00)**
- E. Considerations: Shares of common stocks may be issue in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- F. Non-Assessability: Each share of common stock shall be issue in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- G. Voting Rights: Each Share of common stock entitles the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation. In the event of a dead-lock vote, an independent arbitrator will make the final decision.
- H. Dividends: Record holders of common stock are entitled to receive their pro-rate share of any dividends that may be declared by the board of Directors out of assets legally available for such purpose.

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**I. Liquidation:**

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.

**I. Indemnification**

The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be a party to any action, suit or proceeding by reason of the fact that he: (I) is or was a director of the corporation; (II) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (III) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

Except for those persons entitled to indemnification pursuant to the 1<sup>st</sup> paragraph of this Article Four, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Except for those persons entitled to indemnification pursuant to the 1<sup>st</sup> paragraph of this Article Four, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

**Article Six**

**Officers /Directors, Name and Address**

This corporation shall have 2 Director(s) initially, although the number of Directors may increase or diminish from time to time by the stockholders but shall never be less than one.

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**PRESIDENT / DIRECTOR**

**Pedro A. Romero**  
2335 NW. 107 Avenue # 95 Miami, FL 33172

**VICE-PRESIDENT / DIRECTOR**

**Armando J. Hernandez**  
2335 NW. 107 Avenue # 95 Miami, FL 33172

**Article Seven**  
**Terms 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: UPON ACCEPTANCE BY THE SECRETARY OF STATE.**

**Article Eight**  
**Amendment**

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

**IN WITNESS WHEREOF, the undersigned subscriber(s) 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.**

**DATE: May 14<sup>th</sup>, 2007**

  
Pedro A. Romero / President

  
Armando J. Hernandez / Vice-President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.**

2335 NW 107 Ave. #95 Miami, FL 33172

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.:

**ROMHER TRADING GROUP, INC.**

Desiring to organized under the Laws of the STATE OF FLORIDA, with its principal office indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named:

Pedro A. Romero  
2335 NW 107 Avenue # 95  
Miami, Florida 33172

as its agent to accept service of process within this state

Dated: May 14<sup>th</sup>, 2007



Pedro A. Romero  
President / Director

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE ESTATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Dated: May 14<sup>th</sup>, 2007



Pedro A. Romero Registered Agent