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# ROGER BESU, P.A. 'Attorney at Law

4000 Ponce De Leon Blvd. Suite 470 Coral Gables, Florida 33146 (305) 854-6363 Fax: (305) 854-7550 www.besulaw.com

June 7, 2007

Florida Department of State Division of Corporations New Filings Section 2661 Executive Center circle Tallahassee, FL 23301

Re: Dekoven Enterprises Corporation

Enclosed herewith please find the following:

- 1. Articles of Incorporation
- 2. Consent Letter releasing the name Dekoven Enterprises Corporation from the president of Dekoven Enterprises Inc.
- 3. Our check for \$78.75 for the filing fee, registered agent designation and certified copy for new corporation
- 4. Copy of our filing for the voluntary dissolution of Dekoven Enterprises Inc. doc # P01000098300

If you have any questions concerning the filing of the documents, please call 305-854-6363 or contact me via email <u>RB@besulaw.com</u>

Sincerely,

ROGER BESU

RB:vp Enc.

#### DEKOVEN ENTERPRISES INC. 2100 WEST 76<sup>TH</sup> STREET, #212 HIALEAH, FL 33016

June 7, 2007

Florida Department of State Division of Corporations New Filings Section 2661 Executive Center circle Tallahassee, FL 23301

Re: Our Corporation Dekoven Enterprises Inc., Doc # P01000098300 New Filing Dekoven Enterprises Corporation

#### Gentlemen:

Please be advised that the undersigned, pursuant to the authority conferred upon me by the Board of Directors, do by these presents release the name of our corporation, Dekoven Enterprises Inc., to Roger Besu in order to enable him, as incorporator, to form a new corporation in the State of Florida, Division of Corporations under the name of Dekoven Enterprises Corporation.

If you have any questions concerning this matter, please contact me.

Sincerely yours

Arnaldo Lizana

President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#### ARTICLES OF INCORPORATION

OF

#### **DEKOVEN ENTERPRISES CORPORATION**

#### **ARTICLE I - NAME**

The name of this corporation is DEKOVEN ENTERPRISES CORPORATION

#### **ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

#### ARTICLE III - PURPOSE

- 1.To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- 2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- 3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- 4. To lend money to, and use its credit to assist, its officers and employees.
- 5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

Prepared by: Roger Besu, Esquire Florida Bar Number: 172146 4000 Ponce de Leon Blvd. Ste 470 Coral Gables FL 33146 (305) 854-6363

- 6. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- 7. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- 8. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- 9. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- 10. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- 11. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- 12. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- 13. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- 14. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- 15. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- 16. To have and exercise all powers necessary or convenient to effect its purposes.
- 17. To act as a general financial consultant broker, and dealer on the foreign

exchange market, money market and commodities market.

18. This corporation is organized for the purpose of transacting any and all lawful business not provided herein.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES".

#### **ARTICLE V - PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata 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 AND PRINCIPAL OFFICE

The street address of the initial registered office and the principal office of this corporation is 2100 W 76 St., Suite 212, Hialeah Florida 33016 and the name of the initial registered agent of this corporation at that address is Miami Corporate Registry.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one 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. The name and address of the initial director of this corporation is:

Roger Besu 4000 Ponce de Leon Blvd., Ste 470 Coral Gables FL 33146

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Roger Besu 4000 Ponce de Leon Blvd., Ste 470 Coral Gables FL 33146

ARTICLE IX - BY-LAWS

#### ARTICLE IX - BY-LAWS

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

## ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

# ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### **ARTICLE XIII - INDEMNIFICATION**

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

#### ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservations.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of June 2007

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

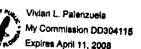
Roger Besu, Incorporator

STATE OF FLORIDA

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7TH day of June,2007, by Roger Besu who is personally known by me and who did take an oath.

Viceion Afaleesycela Notary Public, State of Florida



I, the undersigned, having been named as initial Registered Agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

MIAMI CORPORATE REGISTRY

ROGER BESU