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## LAZARUS CORPORATE FILING SERVICE

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Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time 2.00 Certified Copy Mail out Will wait Photocopy Certificate of Status **NEW FILINGS AMENDMENTS** Profit ■ Amendment Not for Profit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent **Domestication** Dissolution/Withdrawal Other Merger **OTHER FILINGS** REGISTRATION/QUALIFICATION Annual Report
Fictitious Name Foreign Limited Partnership Reinstatement Trademark Other

Examiner's Initials



#### ARTICLES OF INCORPORATION

**OF** 

#### TMB TRANSPORTATION IMPORT & EXPORT, INC

#### ARTICLE I

#### Name and Duration

The name of the TMB TRANSPORTATION IMPORT & EXPORT, INC The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

#### **ARTICLE II**

#### Principal Office

The address of the principal office of the Corporation is 8881 A FOUNTAINEBLEAU BLVD SUITE 104 MIAMI, FLORIDA 33172.

#### **ARTICLE III**

#### Registered Office and Agent

The address of the registered office in the State of Florida is 8881 A Fountainebleau Blvd
Suite 104 Miami, FL 33172.

The name of the registered agent at such address is Fernando Tellez

#### **ARTICLE IV**

#### Corporate Purposes, Powers and Rights

1. The nature of the business is trucking and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### **ARTICLE V**

#### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

#### **ARTICLE VI**

#### **Board of Directors**

1. The initial officer(s) and /or director(s) of the corporation is/are:

Title: President

Name: Fernando Tellez

Address: 8881 A Fountainebleau Blvd. Suite 104

Miami, FL 33172

Title: Vice-president

Name: Manuel Montañez

Address: 8881 A Fountainebleau Blvd. Suite 104

Miami, FL 33172

Title: Secretary

Name: Jose R. Barrera

Address: 8881 A Fountainebleau Blvd. Suite 104

Miami, FL 33172

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

#### **ARTICLE VII**

#### <u>Amendment</u>

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE VIII

#### **Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### **ARTICLE IX**

#### Indemnification

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

#### ARTICLE V INCORPORATOR

The name and street address of the incorporator of the Corporation is: Fernando Tellez; 8881 A Fountainebleau Blvd. Suite 104 Miami, FL 33172.

IN WITNESS WHEREOF, the undersigned, for the purpose of filing these Articles of Incorporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Miami, Miami-Dade County, Florida, and this 18th day of June, 2007

By

Fernando Fellez

President

### CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of TMB TRANSPORTATION IMPORT & EXPORT, INC a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 18th day of June, 2006.

Fernando Tellez

Registered Agent

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