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STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/8/07

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MARTIN'S USA INC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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### NEW FILINGS

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

### OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

### AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

### REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

## ARTICLES OF INCORPORATION

### **ARTICLE I - NAME**

The name of the corporation shall be **MARTIN'S USA INC**

### **ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be **5085 NW 7<sup>th</sup> Street # 1508, Miami, Florida 33126.**

### **ARTICLE III - PURPOSE AND DURATION**

This corporation is organized for the purpose of provide any services and transacting any and all lawful business. This Corporation shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

### **ARTICLE IV - STOCKS**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **1000 shares** at \$ **1.00** (one dollar) each par value common stocks.

### **ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS**

Shares of capital stock of this corporation shall be issued initially to the following corporation/persons in the amount set opposite their names:

<b>Guillermo A. Martin</b> _____	<b>500 shares.</b>
<b>Karina da Silva Martins</b> _____	<b>500 shares.</b>

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

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## **ARTICLES OF INCORPORATION**

### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The name and street address of the initial directors of this corporation are:

**Guillermo A. Martin** \_\_\_\_\_ **President**  
**5085 NW 7<sup>th</sup> Street # 1508**  
**Miami, Florida, 33126**

**Karina da Silva Martins** \_\_\_\_\_ **Vice-President**  
**5085 NW 7<sup>th</sup> Street # 1508**  
**Miami, Florida 33126**

### **ARTICLE VII - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### **ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

### **ARTICLE IX - CUMULATIVE VOTING**

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

## **ARTICLES OF INCORPORATION**

### **ARTICLE X - CALLING OF SPECIAL MEETING**

Special meetings of the shareholders may be called by the Board of Directors.

### **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

### **ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

### **ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.


### **ARTICLE XIV - INCORPORATORS**

The name and street address of the incorporator to these Articles of Incorporation is:

**Guillermo A. Martin**  
**5085 NW 7<sup>th</sup> Street #1508**  
**Miami, Florida 33126**

The undersigned subscriber have executed these Articles of Incorporation this **30 day of July of 2007.**

Signature



Incorporator.

## ARTICLES OF INCORPORATION

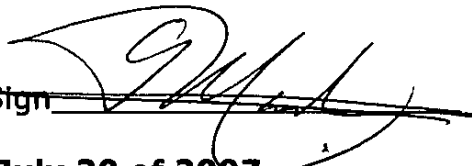
### **ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is **Guillermo A. Martin.**

The street address of the initial registered agent of this corporation is **5058 NW 7<sup>th</sup> Street # 1508, Miami, Florida 33126.**

Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of Florida statutes.

Agent Sign



Date: July 30 of 2007.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 AUG - 7 AM 11:10

FILED

**ARTICLES OF INCORPORATION**

**STATE OF FLORIDA  
COUNTY OF MIAMI-DADE**

**BEFORE ME**, an officer duly authorized in the State of  
aforesaid and in the County aforesaid, to  
take acknowledgments, personally appeared  
to me known to **Guillermo A. Martin**  
be the person described in, and who  
executed the same for the purposes  
therein expressed.

**WITNESS** my hand and official seal in the County  
and State last aforesaid on this **30th day**  
**July of 2007.**

  
**NOTARY PUBLIC**  
State of Florida at Large

My commission expires:

