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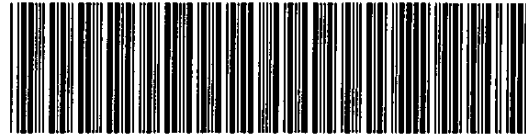
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/3/07

## ***CST Business & Financial Services***

10350 W. McNab Road, Bldg C  
McNab Business Park  
Tamarac, FL 33321  
TEL: (954) 323-8224 / FAX (954) 323-4057  
Email: [cstfinancial@hotmail.com](mailto:cstfinancial@hotmail.com)

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August 7, 2007

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: ITECUA HOLDINGS CORP.**

Gentlemen:

I have enclosed on behalf of subject client the Articles of Incorporation with the applicable fees.

Please return all correspondence concerning this matter to:

Carmen S. Romero-Tejeda  
CST Business & Financial Services  
10350 W. McNab Road, Bldg C  
McNab Business Park  
Tamarac, FL 33321

The enclosed check for \$87.50 represents the filing fee for the Articles of Incorporation and the issuance of a certificate of status.

For further information concerning this matter, please contact me, the undersigned at (954) 323-8224.

Sincerely,



Carmen S. Romero-Tejeda

**ARTICLES OF INCORPORATION**

**OF**

**ITECUA HOLDINGS CORP.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **ITECUA HOLDINGS CORP.**, hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The street address of the principal office of the Corporation's is 9228 SW 18<sup>th</sup> Avenue, Stuart, Florida 33499-7177 and mailing address of the Corporation shall be 268 Cameron Drive, Weston, Florida 33326.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the Incorporator is Edison J. Andaluz whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - DIRECTORS**

The initial Director(s) of the Corporation shall be:

Edison J. Andaluz  
Mario Lentini

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **THREE HUNDRED (300)** shares of common stock, each share having the par value of **TEN DOLLARS (\$10.00)**.

6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

6.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

6.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation

as provided in Sub-Chapter S of the Internal Revenue Code of 1986 as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholder's share of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 8 - SHAREHOLDER'S RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file of the principal office of the Corporation.

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Amended and Reinstated Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall be notice thereof.

#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial name and Florida street address of the registered agent of this Corporation is Liliana Lentini, 268 Cameron Drive, Weston, Florida 33326.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLES 14 - EFFECTIVE DATE**

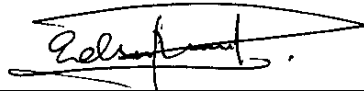
These Articles of Incorporation shall be effective the date of filing with the Florida Department of State.

#### **ARTICLES 15 - AMENDEMENT**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in

these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20<sup>th</sup> day July 2007.

A handwritten signature in black ink, appearing to read "Edison J. Andaluz", is written over a horizontal line.

**Edison J. Andaluz, Incorporator**

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/OFFICE**

**CORPORATION:**

ITECUA HOLDINGS CORP.

**REGISTERED AGENT/OFFICE:**

LILIANA LENTINI  
269 CAMERON DRIVE  
WESTON, FL 33326

I agree to act as registered agent and to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
\_\_\_\_\_  
LILIANA LENTINI

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