

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**morrice corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-31-07

ARTICLES OF INCORPORATION  
OF  
MORRICE CORPORATION

FILED  
2018 NOV -9 P 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I  
Name and Principal Office of Corporation

The name of this Corporation shall be MORRICE CORPORATION. The initial mailing address of the Corporation shall be 10442 NW 31 Terrace, Doral, Florida 33172.

ARTICLE II  
Purpose and Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporations Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III  
Capital Stock

The total authorized capital stock of the Corporation shall be 1,000,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE IV  
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 1704  
Miami, Florida 33131

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**ARTICLE V**  
**Term of Corporate Existence**

The Corporation shall commence its existence on the date hereof and shall have perpetual existence, unless dissolved according to law.

**ARTICLE VI**  
**Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33149 and the name of the initial Registered Agent of the Corporation at the above address shall be Santiago J. Padilla, P.A. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the Registered Agent.

**ARTICLE VII**  
**Number of Directors**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than three (3) persons, the exact number to be determined from time to time in accordance with the By Laws, and until such time as the By Laws have been adopted, the Board of Directors shall consist of one person.

**ARTICLE VIII**  
**Initial Board of Directors**

The names and street address of the members of the initial Board of Directors of this Corporation, who shall hold office indefinitely, is as follows:

Maria Jose Maestu  
10442 NW 31 Terrace  
Doral, Florida 33172

Luciano Maestu  
10442 NW 31 Terrace  
Doral, Florida 33172

**ARTICLE IX**  
**By Laws**

The Board of Directors shall adopt By Laws for the Corporation. The By Laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By Laws.

**ARTICLE X**  
**Shareholders and Transfer of Shares**

Except as set forth in the By Laws of the Corporation, no additional shareholders shall be admitted to the Corporation except with the unanimous written consent of all the shareholders of the Corporation and on the terms and conditions as shall be determined by

all the shareholders. Except as set forth in the By Laws of the Corporation, a shareholder may not transfer his or her shares except as set forth in the By Laws. Notwithstanding the foregoing, the By Laws shall provide that the Corporation shall have a right of first refusal to acquire the shares that any shareholder who desires to transfer and, if the Corporation does not exercise its right of first refusal, the shareholders shall in turn have a right of first refusal to acquire the shares of such transferring shareholder in proportion to the ownership percentage of the non-transferring shareholders in the Corporation.

**ARTICLE XI**  
**Financial Information**

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

**ARTICLE XII**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

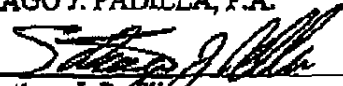
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 27th day of November 2007.

Attest:

  
Santiago J. Padilla,  
Secretary of Incorporator

SANTIAGO J. PADILLA, P.A.

By:

  
Santiago J. Padilla,  
President of Incorporator

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 1704  
Miami, Florida 33131


**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

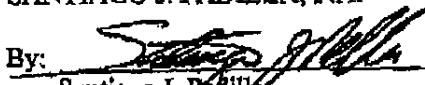
MORRICE CORPORATION, desiring to organize as a corporation under the laws of the State of Florida, has designated 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33131 as its initial Registered Office and has named Santiago J. Padilla, P.A., with a business office located at said address, as its initial Registered Agent.

Date: November 8, 2007

Attest:

  
Santiago J. Padilla,  
Secretary of Incorporator

SANTIAGO J. PADILLA, P.A.

By:   
Santiago J. Padilla,  
President of Incorporator

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 1704  
Miami, Florida 33131

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ACKNOWLEDGEMENT OF REGISTERED AGENT

OF

MORRICE CORPORATION

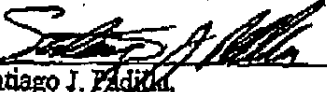
Having been named as Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: November 8, 2007

Attest:

  
Santiago J. Padilla,  
Secretary of Registered Agent

SANTIAGO J. PADILLA, P.A.

By:   
Santiago J. Padilla,  
President of Registered Agent

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 1704  
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

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Articles of Incorporation  
MORRICE CORPORATION

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