

P08000009544*attn
Becky*

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000017744 3)))



H080000177443ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : EXPRESS CORPORATE FILING SERVICE INC.
Account Number : I20000000146
Phone : (305) 444-4994
Fax Number : (305) 444-4977

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JAN 25 PM 1:11

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

THE ROCKEFELLER GROUP OF MIAMI, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

cf. 1-28



January 25, 2008

FLORIDA DEPARTMENT OF STATE

EXPRESS CORPORATE FILING SERVICE INC. Division of Corporations

SUBJECT: THE ROCKEFELLER GROUP OF MIAMI, INC.
REF: W08000003768

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000017744
Letter Number: 208A00004982

Please make note of new
Suite Number
Thank You

P.O BOX 6327 - Tallahassee, Florida 32314

(((H08000017744)))

FILED

2008 JAN 25 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Incorporation of The Rockefeller Group of Miami, Inc.

The undersigned subscriber(s) to this ARTICLES OF INCORPORATION a natural person(s) competent to contract form a corporation under the laws of the State of Florida.

Article One

The name and address of this business corporation shall be:

The Rockefeller Group of Miami, Inc.
4007 North Cypress Drive - Suite # 204
Pompano Beach, Florida 33069

Article Two

The general nature of business or businesses to be transacted will be to buy, sell, import, export, lease, sub-lease, hold, procure, transport, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent in any part of the world.

We will not manufacture any product, at least originally, but rather, will act as the operating arm of manufacturing companies that produce the type of products requested by our clients at their desired configurations and ascertaining that they are in compliance with all their specific requirements.

We plan to establish entities in several different locations overseas, chartered as branches of The Rockefeller Group of Miami, Inc., a foreign corporation housed in Florida.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, execute mortgages, transfer of corporate property or other instrument to secure the payment of corporate property or other instrument to secure the payment of corporate property debt

(((H08000017744)))

ness as required. To seek independent distributors or investors to promote in a franchise type structure our product. Furthermore:

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida, including all of the above, but not limited to same.

Article Three

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: **UPON ACCEPTANCE BY THE SECRETARY OF STATE.**

Article Four

Capital Stock

- A. Designation: The Stock of this corporation shall be known as common stock.
- B. Authorized: The maximum number of shares of common stock that this corporation may issue is: (10,000) SHARES
- C. Par-Value: Each share of common stock shall have a par value of : One (\$1.00) DOLLAR.
- D. Considerations: Shares of common stocks may be issue in exchange for cash, real property, labor or services rendered or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assess ability: Each share of common stock shall be issue in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of common stock entitles the record holder thereof to one vote upon each proposal presented at meeting of the stockholders of the corporation.
- G. Dividends: Records holders of common stock are entitled to receive their pro-rate share of any dividends that may be

(((H08000017744)))

declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation:

Holders of common stock are entitled. In the event of the liquidation or dissolution of this corporation, to receive their pro-rate share of any assets of this corporation remaining after payment of all corporate debts and obligations.

L. Right of First Refusal:

In order to avoid for one of the original shareholders to sell to another and becoming majority. In the event that any one of the Stockholders wants to sell its shares, the Corporation will have the right to purchase them at their appraised value and divided them among the remainder stock holders in equal parts.

Article Five

Minimum Capital

The amount of capital with which the corporation shall begin shall not be less than:
ONE THOUSAND AND 00/100 (\$1,000.00) DOLLARS.

Article Six

Corporate address

This initial Post Office address of the principal office of this corporation in the State of Florida is: 4007 North Cypress Drive Suite 204 Pompano Beach Florida 33069

Article Seven

Number of Directors and Stockholder Shares

This corporation shall have three (3) Directors initially, although the number of Directors may increase or diminish from time to time by the stockholder but shall never be less than one.

Pedro Lopez

1,000.00 SHARES

(((H08000017744)))

Article Eight
First Board of Directors

PRESIDENT/SECRETARY/DIRECTOR/TREASURER

Pedro Lopez

Article Nine
Subscribers Address

The name and address of the subscribers of these Articles of Incorporation are:

Pedro Lopez 4007 North Cypress Drive- Suite 204 Pompano Beach Florida 33069

Article Ten
Amendment

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

Article Eleven
Resident Agent

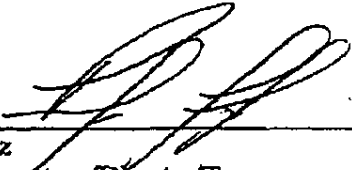
The Resident Agent of this corporation is:

Pedro Lopez 4007 North Cypress Drive- Suite 204 Pompano Beach Florida 33069

The Corporation may change its resident agent and principal office any time.

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: January 22, 2008



Pedro Lopez
President/Secretary/Director/Treasurer

(((H08000017744)))

FILED
2008 JAN 25 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OR BUSINESS OR DOMICILE FOR
THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

4007 North Cypress Drive- Suite 204 Pompano Beach Florida 33069

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

The Rockefeller Group of Miami, Inc.,

desiring to organize under the Laws of the STATE OF FLORIDA, with its principal
office indicated in the Articles of Incorporation, at the City of Miami, County of Dade,
State of Florida, as named:

Pedro Lopez
4007 North Cypress Drive- Suite 204 . Pompano Beach Florida 33069

as its agent to accept service of process within this state:

Dated: January 22, 2008


Pedro Lopez
President/Secretary/Director/Treasurer

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE ESTATED CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND
AGREE TO COMPLY WITH THE PROVISION OF THE SAID ACT RELATIVE
TO KEEPING OPEN SAID OFFICE.**

Dated: January 22, 2008


Pedro Lopez, Registered Agent