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ARTICLES OF INCORPORATION

OF

DCL INTERNATIONAL HOLDINGS, INC.

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THE UNDERSIGNED, has executed the following document as incorporation of the above named Corporation, a Corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

DCL INTERNATIONAL HOLDINGS, INC.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this Corporation, are to do any and all of the things herein mentioned, as fully and the same extended as natural persons might do, viz:

- 1) Transact any and all lawful business.
- 2) Said Corporation shall further have powers: to have perpetual succession by its Corporate name; To sue and be sued, complain, and

defend in its corporate name in all actions proceedings; To have a Corporate Seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced; To design, manufacture, produce on any and all scales products, equipment or any other fixtures, as a result of its own investigation or other's, to be introduced on local or foreign markets, with no limits of applications, marketing or destination; To purchase, take, receive, lease or otherwise acquire, own, held, improve, use, and otherwise deal in and with real or personal property or any interest herein, wherever statued; To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets; To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141; To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interest in , or obligations of, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rate of interest as the Corporation may determine, issue its notes, bonds, and other obligations, by mortgage or pledge of all or any of its property, franchises, and income; To conduct business, carry on its operations, and have offices and exercise the power granted by this act within or without this State; To elect or appoint officers and agents of the Corporation and define their duties and fix their compensations; To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration; To make donations for the public welfare or for charitable, scientific, or educational purposes; To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy; To pay pensions or establish pension plans, profit shearing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, officers and employees, of its subsidiaries; To be a promoter, incorporator, partner, member, associate or manager, of any corporation, partnership, joint venture, trust or other enterprise; To have and exercise all powers necessary or convenient to effect its purposes; To indemnify any person who by reason of the fact that he is or was a

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director, officer, employee, or agent of the Corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of (1000) shares, having an individual par value of \$1.00 dollar.

1000 shares to Leticia C. Denicolo
6815 Edgewater Dr. # 207
Coral Gables, Fl. 33133

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this Corporation.

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ARTICLE V

The street address of the initial registered office, the principal office of the Corporation shall be:

DCL INTERNATIONAL HOLDINGS, INC.
6815 Edgewater Dr. # 207
Coral Gables, Fl. 33133

And the name of the initial Resident Agent of this Corporation shall be:

Leticia C. Denicolo
6815 Edgewater Dr. # 207
Coral Gables, Fl. 33133

ARTICLE VI

The initial Board of Directors shall consist of a total of two (1) persons and the name and address of the persons who is to serve as initial Directors are:

Leticia C.. Denicolo
6815 Edgewater Dr. # 207
Coral Gables, Fl. 33133

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ARTICLE VII

The name and address of the Incorporators signing and executing these Articles of Incorporation are as follows:

Leticia C. Denicolo
6815 Edgewater Dr. # 207
Coral ables, Fl. 33133

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this **15th day of May 2008**.

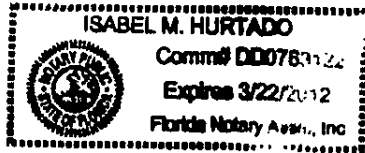
----- (SEAL)

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) ss.

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Leticia C. Denicolo, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they execute those Articles of Incorporation, and that an oath was taken.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal in the State and County aforesaid this 15th day of May 2008.



Isabel M. Hurtado
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.325 Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1.- The name of the Corporation is:

DCL INTERNATIONAL HOLDINGS, INC.

2.- The name and address of the registered agent and office is:

Leticia C. Denicolo
6815 Edgewater Dr. # 207
Coral Gables, Fl. 33133

SIGNATURE.....

Corporate officer *LINCORPORATOR*

TITLE.....

DATE.....

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBT AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUES.

SIGNATURE.....

DATE.....

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