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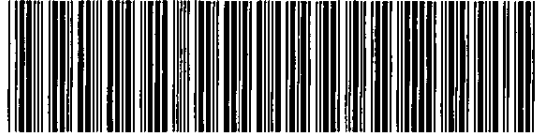
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(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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08 OCT 21 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EP 10/22/08

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Amoros Consulting, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** J. Alberto Amoros

Name (Printed or typed)

7300 North Kendall Drive, Suite 521

Address

Miami, Florida 33156-7840

City, State & Zip

305-670-7858

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

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**ARTICLES OF INCORPORATION**

**OF**

**AMOROS CONSULTING, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, a natural person, being of full legal age, do, under by virtue of the Florida Business Corporation Act authorizing the formation of corporations, make these Articles of Incorporation with the intention of forming a corporation.

**ARTICLE I**  
**NAME**

The name of the corporation (hereinafter called the "Corporation") is **AMOROS CONSULTING, INC.**

**ARTICLE II**  
**DURATION**

The Corporation is to have perpetual existence.

**ARTICLE III**  
**PRINCIPAL OFFICE**

The Corporation's Principal Office in the State of Florida is at 2851 South Oasis Drive, Boynton Beach, Florida 33426. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

ARTICLE IV  
PURPOSES

The nature of the business and of the purposes to be conducted and promoted by the Corporation which shall be in addition to the authority of the Corporation to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act

The foregoing purposes shall, except as otherwise expressly provided, be in no way limited or restricted by reference to, or inference from the terms of any other clause of this or any other article of these Articles of Incorporation, and shall each be regarded as independent, and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the purposes of the Corporation now or hereafter conferred by the laws of the State of Florida, nor shall the expression of one thing be deemed to exclude another, though it be of like nature, not expressed: provided, however, that the Corporation shall not have power to carry on within the State of Florida any business whatsoever the carrying on of which would preclude it from being classified as an ordinary business corporation under the laws of the said State; nor shall it carry on any business, in any other state, territory, district or country except to the extent that the same may lawfully be carried on or exercised under the laws thereof Florida.

ARTICLE V  
POWERS OF THE CORPORATION

The Corporation has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs and may exercise any powers, without any limitation whatsoever, under the Florida Business Corporation Act, under which this Corporation is formed.

ARTICLE VI  
CAPITAL STOCK

SECTION 1. The total number of shares which the Corporation has authority to issue is 100,000 (one hundred thousand) shares of capital stock of the par value of \$1.00 (one dollar) each, having an aggregate par value of \$ 100,000.00.

All such shares are of one class and are shares of common stock.

SECTION 2. Each share of stock of the Corporation shall entitle thereof to a pre-emptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of stock of the same class of the Corporation or any equity and/or voting shares of stock rights or options which the Corporation proposes to grant for the purchase of shares of stock of the same class of the Corporation or of equity and/or voting shares of any class of stock of the Corporation or for the purchase of any shares of stock, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of stock of the same class of the Corporation or equity and/or voting shares of stock of any

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class of the Corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares of stock, rights, options, bonds, securities or obligations of the Corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares of stock which confer unlimited voting rights in the election of one or more directors.

SECTION 3. All persons who shall acquire stock in the Corporation shall acquire the same subject to the provisions of these Articles of Incorporation.

#### ARTICLE VII REGISTERED OFFICE

The post office address of the place at which the Registered Office of the Corporation in the State of Florida will be located is 7300 North Kendall Drive, Suite 521, Miami, Florida 33156-7840.

#### ARTICLE VIII REGISTERED AGENT

The Corporation's Registered Agent is J. Alberto Amorós whose post office address is 7300 North Kendall Drive, Suite 521, Miami, Florida 33156-7840.

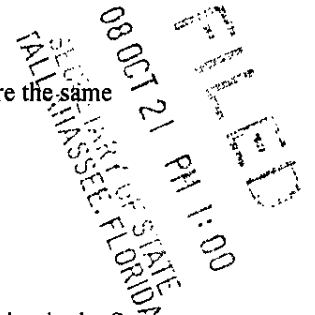
#### ARTICLE IX DIRECTORS

The initial number of directors of the Corporation shall be one (1), and the name and address of the one who shall act as such until the first annual meeting or until his successor is duly elected and qualify is as follows:

Alberto E. Amorós	2851 South Oasis Drive, Boynton Beach, Florida 33426.
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The Directors shall be elected at the annual meeting of shareholders called for the purpose, and each Director shall hold office until the date fixed by the Articles of Incorporation and the Bylaws for the next succeeding annual meeting of shareholders and until his successor is elected, or until early resignation, removal from office or death. At any meeting of shareholders at which Directors are elected, only persons nominated as candidates shall be eligible.

The number of Directors, which shall be not less than one (1), may be fixed or changed at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares issued and outstanding at the meeting and entitled to vote



on such proposal. In case the shareholders at any meeting for the election of Directors shall fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors so fixed.

However, the Bylaws of the Corporation may fix the number of directors at a number other than One (1) and may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase or decrease the number of directors within a limit specified in the Bylaws, provided that in no case shall the number of directors be less than One (1), and to fill the vacancies created by such increase in the number of directors.

Unless otherwise provided by the Bylaws of the Corporation, the directors of the Corporation need not be stockholders.

#### ARTICLE X INCORPORATOR

The name and address of the incorporator is as follows: J. Alberto Amoros of 7300 North Kendall Drive, Suite 521, Miami, Florida 33156-7840.

#### ARTICLE XI MISCELLANEOUS

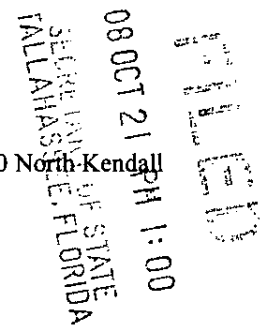
The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for creating, defining, limiting and regulating the powers of the Corporation, the directors and the stockholders.

The Board of Directors shall have the management and control of the property, business and affairs of the Corporation, and is hereby vested with all the powers possessed by the Corporation itself so far as is not inconsistent with law or these Articles of Incorporation. In Furtherance and without limitation of the foregoing provisions, it is expressly declared that, subject to these Articles of Incorporation, the Board of Directors shall have power:

a. To make, alter, amend or repeal from time to time the Bylaws of the Corporation except as such power may otherwise be limited in the Bylaws.

b. To authorize the purchase of shares of the Corporation in the open market or otherwise, provided the Corporation has assets legally available for such purpose, and to pay for such shares in cash, securities or other assets then held or owned by the Corporation.

c. To determine, as provided herein, or if provision is not made herein, in accordance with generally accepted accounting principles, what constitutes annual or other net profits; from time to time to fix and vary the amount to be reserved as working capital; to set apart out of any surplus of the Corporation such reserves in such amounts and for such proper purposes as it shall determine and to abolish any such reserves or any part thereof.



d. To distribute dividends from funds legally available therefor in such accounts, if any, and in such manner and to the stockholders of record as of such date, as the Board of Directors may determine.

## ARTICLE XII DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

## ARTICLE XIII INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his capacity as director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise in which he served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is

entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the Corporation would have the power to indemnify him against such liability hereunder.

#### ARTICLE XIV AMENDMENTS

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed (including any amendment that changes the terms of any of the outstanding stock by classification, reclassification or otherwise), and other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in articles of incorporation may be added or inserted, upon the vote of the holders of a majority of the shares of capital stock of the Corporation at the time outstanding and entitled to vote, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are subject to the provisions of this Article XIV.

The term "these Articles of Incorporation" as used herein and in the Bylaws of the Corporation shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION on this 20th day of October of 2008.



J. Alberto Amorós

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TALLAHASSEE, FLORIDA



**AMOROS CONSULTING, INC.**

In compliance with the Florida Business Corporation Act, the following is submitted:

First, That, **AMOROS CONSULTING, INC.**, desiring to organize under the Florida Business Corporation Act, has named J. Alberto Amorós of 7300 North Kendall Drive, Suite 521, Miami, Florida 33156, as its statutory Registered Agent.

Second, That having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping the registered office open, and I accept the obligations of section 607.0505 F. S.



J. Alberto Amorós  
Registered Agent

Dated: October 20, 2008

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