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FLORIDA PROFIT/NON PROFIT CORPORATION

AMERICAN CORPORATE STAFFING, INC.

Certificate of Status	0
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Florida Department of State

Articles of Incorporation

of

**American Corporate Staffing, Inc.**

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**ARTICLE I - NAME**

The name of the Corporation is American Corporate Staffing, Inc., (hereinafter, "Corporation").

**ARTICLE II - PURPOSE OF CORPORATION**

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

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of the Corporation in the State of Florida shall be located at:

*7171 Coral Way, Suite 317  
Miami, FL. 33155*

Located in the County of Miami Dade and the mailing address shall be:

*7171 Coral Way, Suite 317  
Miami, FL. 33155*

**ARTICLE IV - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Juan M. Cue whose address shall be the same as the mailing address of the principle office of the Corporation.

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## ARTICLE V – OFFICERS

The officers of the Corporation shall be:

**President:** Juan M. Cue

Whose addresses shall be the same as the principle office of the Corporation.

**ARTICLE VI - DIRECTOR(S)**

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

**Juan M. Cue**

## **ARTICLE VII – CORPORATE CAPITALIZATION**

The maximum number of shares that this Corporation is authorized to have outstanding at any time is 7500 Shares of common stock, each share having the par value of One Dollar (\$1.00).

The Board of Directors 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.

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

Once 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 shareholders shares 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.

All of the shares of stock of this corporation may be subject to a Shareholder's Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation.

**This Corporation shall have perpetual existence.**

Shareholders of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

Neither the shareholders nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Juan M. Cue, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes. Whose address is 7171 Coral Way, Suite 317 Miami, FL. 33155.

  
\_\_\_\_\_  
Juan M. Cue, Registered Agent

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