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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2009 JAN 22 AM 11:19

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

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### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. F & A IMPEX, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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#### NEW FILINGS

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication  
 Other

#### AMENDMENTS

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

#### OTHER FILINGS

- Annual Report  
 Fictitious Name

#### REGISTRATION/QUALIFICATION

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

Examiner's Initials

**CERTIFICATE OF INCORPORATION  
OF  
F & A IMPEX, INC.**

We, the undersigned, hereby associate ourselves together for the purpose off becoming a corporation under the laws of the State of Florida. Providing for the formation, rights, privileges, immunities and liabilities of Incorporation for profit.

ARTICLE I

The name of the corporation should be:

**F & A IMPEX, INC.**

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par Value. All stock is to be issued as fully paid and exempt from Assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

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ARTICLE VII

The initial post office address of the principal office of corporation in the State of Florida is: **5390 WEST 7 COURT, HIALEAH, FL 33012** and the mailing address is **5390 WEST 7 COURT, HIALEAH, FL 33012**.

The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is: **5390 WEST 7 COURT, HIALEAH, FL 33012** and the registered agent at the address is **FRANCISCO CABALLERO**.

ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of no less than one nor more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

<b>Francisco Caballero</b>	<b>5390 West 7 Court</b>
<b>President</b>	<b>Hialeah, Fl 33012</b>
<b>Aleyda Caballero</b>	<b>5390 West 7 Court</b>
<b>Secretary</b>	<b>Hialeah, Fl 33012</b>

Stock of the corporation may be issued pursuant to the Provisions of section 1244 of the Internal Revenue Service Code, so that the stockholders of the Corporation may receive the benefits provided hereunder.

In witness whereof, we have hereunto set our hands and Seals this 20<sup>th</sup> day of January of 2009.

A handwritten signature in black ink, appearing to read 'Francisco Caballero', with a long horizontal line extending to the right.

**Francisco Caballero**  
**Incorporator**

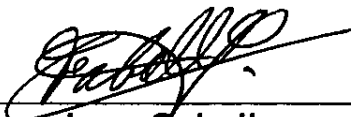
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN

**FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of the section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida.

The name of the corporation is: **F & A IMPEX, INC.** with its principal place of business at City of Miami, State of Florida has named Hugo Gutierrez located at **5390 WEST 7 COURT, HIALEAH, FL 33012** to accept process in State of Florida County of **MIAMI-DADE**.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
**Francisco Caballero**  
**Registered Agent**

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