

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

branzo corporation

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**ARTICLES OF INCORPORATION
OF
BRANZO CORPORATION**

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of this Corporation is **BRANZO CORPORATION**

ARTICLE II. - DURATION

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

ARTICLE III. - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is one hundred (100) shares. Such shares shall be of a single class, and shall have a One and No/100 (\$1.00) Dollar par value.

ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 8429 N.W. 189TH Street Road, Miami, FL 33015, and the name of the initial Registered Agent at that address is: MERCEDES SANTANA.

The street address of the principal office of this Corporation is: 8429 N.W. 189TH Street Road, Miami, FL 33015.

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ARTICLE VI. - BOARD OF DIRECTORS

This Corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Corporation's Bylaws. The name and address of the initial Board of Directors of this Corporation is:

President - Mercedes Santana
8429 N.W. 189TH Street Road
Miami, FL 33015

Vice-President: David Santana
8429 N.W. 189TH Street Road
Miami, FL 33015

ARTICLE VII. - INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation is: Mercedes Santana, 8429 N.W. 189TH Street Road, Miami, FL 33015.

ARTICLE VIII. - INDEMNIFICATION

A. Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suite or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against all expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless:

(1) A court of competent jurisdiction finally determines, after all appeals have been exhausted or pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or the best interests of the Corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful; and

(2) Such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did

not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an accounting from or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs and personal representatives of such person.

E. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the

provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VII, may not be amended without the approval in writing of all persons whose interests would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on February 19, 2009.

Mercedes Santana, Incorporator

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE :

BEFORE ME the undersigned authority personally appeared MERCEDES SANTANA who is personally known to me or who has produced personally known as identification, and who, first being duly sworn on oath, acknowledged before me that she executed the above and foregoing instrument for the intent and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL on February 19, 2009

Maria I. Quezada Notary Public,
Notary Public, State of Florida at Large
Printed Name of Notary: MARIA I. QUEZADA Commission
Commission No.: _____ My Commission
My Commission Expires: _____



MARIA I. QUEZADA
MY COMMISSION # 0049863
EXPIRES: January 23, 2010
Notary Public, State of Florida

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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, Florida Statutes, as may be amended, the following is submitted:

That BRANZO CORPORATION, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its principal office at 8429 N.W. 189TH Street Road, Miami, FL 33015, has named Mercedes Santana, 8429 N.W. 189TH Street Road, Miami, FL 33015, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper performance his duties.

DATED: February 19, 2009

Mercedes Santana
MERCEDES SANTANA, Registered Agent

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME the undersigned authority, personally appeared Mercedes Santana, who is personally known to me or who has produced personally know as identification, and who first, being duly sworn on oath acknowledged before me that she executed the above and foregoing instrument for the intent and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State last aforesaid on February 19, 2009

Maria I. Curbada Public State of
Notary Public, State of Florida at Large
Printed Name of Notary: _____
Commission No: _____
My commission expires: _____
MARIA I. CURBADA
MY COMMISSION # 00 00000
EXPIRES January 23, 2010
Contact Your Notary Public Service

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