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FLORIDA PROFIT/NON PROFIT CORPORATION

FIRST TIER MANAGEMENT INC.

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Corporate Filing Menu

Help

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ARTICLES OF INCORPORATION
OF
FIRST TIER MANAGEMENT INC.

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ARTICLE I

NAME

The name of the corporation is First Tier Management Inc.

ARTICLE II

ADDRESS

The mailing address and principal office of the corporation is 2665 South Bayshore Drive, Suite 703, Miami, Florida 33133.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE V

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

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ARTICLE VI

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII

DIRECTOR

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial directors of the corporation are:

Jack Ainkie
Marcos Achar

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Litana Somoano
Richards and Associates
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

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ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

World Corporate Services, Inc.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IX of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 12th day of March, 2009.

WORLD CORPORATE SERVICES, INC.
a Florida corporation

By:


Elena Diaz, Vice President

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 12th day of March, 2009.

By:


Litana Somoano

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