

**P09000036255**

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

vocero magazine usa miami, inc.

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Prepared by:  
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**ARTICLES OF INCORPORATION  
OF  
VOCERO MAGAZINE USA MIAMI, INC.  
A FLORIDA CORPORATION**

The undersigned incorporator(s) hereby forms the following corporation under the laws of the State of Florida:

**ARTICLE I  
NAME**

The name of this corporation is **VOCERO MAGAZINE USA MIAMI, INC.**

**ARTICLE II  
PURPOSE**

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to issue is 100 shares of common stock. Said shares shall be of a single class and shall have a par value of \$1.00.

**ARTICLE IV  
TERM OF EXISTENCE**

This Corporation is to exist perpetually as permitted by the laws of the State of Florida.

**ARTICLE V  
REGISTERED AGENT AND OFFICE**

The initial Registered Agent and the street address of the initial registered office of this corporation shall be:

**Sheyla F. Rodriguez**  
**575 Crandon Blvd.**  
**Suite #306**  
**Key Biscayne, FL 33149**

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**ARTICLE VI  
DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but number shall never be less than one (1). The names and street address of the initial directors of the corporation are:

*Sheyla F. Rodriguez  
575 Crandon Blvd.  
Suite #306  
Key Biscayne, FL 33149*

*Maria Beatriz Umana  
150 Ocean Lane Drive, Unit 9-C  
Key Biscayne, FL 33149*

**ARTICLE VII  
OFFICERS**

The names and addresses of each of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:

*Sheyla F. Rodriguez, President/Director  
575 Crandon Blvd.  
Suite #306  
Key Biscayne, FL 33149*

*Maria Beatriz Umana, Vice-President/Director  
150 Ocean Lane Drive, Unit 9-C  
Key Biscayne, FL 33149*

**ARTICLE VIII  
INCORPORATORS**

The name and street address of the incorporator is:

*Sheyla F. Rodriguez, Incorporator  
575 Crandon Blvd.  
Suite #306  
Key Biscayne, FL 33149*

**ARTICLE IX  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his others.

ARTICLE X  
CUMULATIVE VOTING

At each election for Directors, cumulative voting by Shareholders as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

ARTICLE XI  
THE ADDRESS OF THE CORPORATION

*Principal Address:  
575 Crandon Blvd.  
Suite #306  
Key Biscayne, FL 33149*

*Mailing Address:  
575 Crandon Blvd.  
Suite #306  
Key Biscayne, FL 33149*

ARTICLE XII  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign an written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal this  
22 day of april, 2009.

  
\_\_\_\_\_  
Sheyla F. Rodriguez, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the keeping open said office.



Sheyla F. Rodriguez, Registered Agent

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