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☐ PICK-UP

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(Business Entity Name)

(Document Number)

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Special Instructions to Filing Officer:

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W09-11653



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04/14/09--01007--009 **78.75

RECEIVED
09 APR 14 AM 10:30
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 APR 23 AM 11:20

Jeff 4/24/09

LAZARUS

CORPORATE FILING SERVICE

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973

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DIVISION OF CORPORATIONS

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

1. HEMISPHERE ENTERPRISES LTD
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

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

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other



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09 APR 23 PM 4:16

FLORIDA DEPARTMENT OF STATE

Division of Corporations

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 15, 2009

LAZARUS CORPORATE FILING SERVICE

SUBJECT: HEMISPHERE ENTERPRISES LTD

Ref. Number: W09000017653

We have received your document for HEMISPHERE ENTERPRISES LTD and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 409A00012637

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DIVISION OF CORPORATIONS
2009 APR 23 AM 11:20

ARTICLES OF INCORPORATION

OF

HEMISPHERE ENTERPRISES *GROUP CORP*

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THE UNDERSIGNED, has executed the following document as incorporator of the above named ----- corporation, a corporation organized under the laws of the State of Florida, and all the right duties and obligations of the undersigned as incorporator, and those of the corporation, are to determined in ----- accordance with the laws of the a State of Florida.

ARTICLE I

The name of this corporation shall be: HEMISPHERE ENTERPRISES *GROUP CORP*

ARTICLE II

This corporation shall commence existence upon the filling of these Articles of Incorporation by the -- Department of State, State of Florida and shall have perpetual existence.

ARTICLE III

The general nature of business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- 1.- Transact any and all lawful business.
- 2.- Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, or be impress, affixed or in any manner reproduce;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, Receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, ledge or otherwise dispose of and otherwise use and deal in and with

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shares or other interest in, or obligations of, other domestic or foreign corporations, -----
associations, partnerships or individuals or direct or indirect obligations of the United States or
of any other government, stat, territory, governmental district or municipality or of any -----
instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as
the corporation may determine, issue its notes, bonds and other obligations and secure any of its
obligations by mortgage or pledge of all or any of its properties franchises and incomes;

To lend money for its corporate purposes, invest and reinvest funds and take and hold real and
personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations and have offices and exercise the powers -----
granted by this act within or without this State;

To elect or appoint officers and agents of the corporation and define their duties and their -----
compensations;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of
the State, for the administration;

To make donations for the public welfare or for charitable, scientific or educational proposes;

To transact any lawful business which the board of directors shall find will be in aid of -----
governmental policy;

To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock
options plans and other incentive plans for any or all of its directors, officers and employees and
for any or all of the directors, officers and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation,
partnership, joint venture, trust or other enterprise.

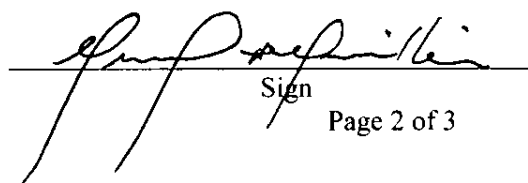
ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of
100 shares, having and individual per value of \$ 1.00 each. Unless otherwise stated in these Articles or
in an amendment to these Articles, there shall be only one (1) class of stock of this corporation

ARTICLE V

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.

____ April 13, 2009 ____
Date



Sign

The name and the street address of the initial registered agent office of this corporation shall be:

Gabriel A. Guillen
281 W 27 Street
Hialeah, FL 33010

ARTICLE VI

The initial Board of Directors shall consist of a total of one Person(s) and the name and address of the person(s) who is to serve as initial director is:

Gabriel A Guillen
281 W 27 Street
Hialeah, FL 33010

ARTICLE VII

The address of the principal office of this corporation:

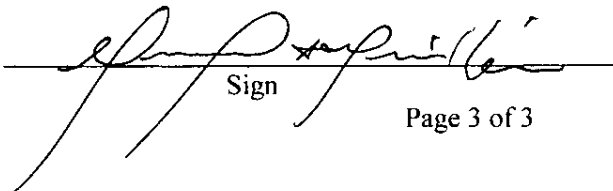
281 W 27 Street
Hialeah, FL 33010

ARTICLE VIII

The name and address of the incorporator executed these Articles of Incorporation is:

Gabriel A Guillen
281 W 27 Street
Hialeah, FL 33010

IN WITNESS WHEREOF, the undersigned incorporator has(ve) executed these Articles of Incorporation this 13 day of April of 2009.


Sign

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