

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H090001164913)))



H090001164913ABC+

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : RICARDO BAJANDAS, P.A.  
Account Number : 110263002111  
Phone : (305) 377-0809  
Fax Number : (305) 377-0781

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 MAY - 7 PM 2:08

APPROVED  
AND  
FILED

## FLORIDA PROFIT/NON PROFIT CORPORATION

HEMIAL CORP.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

09 MAY - 7 PM 3:22

RECEIVED  
DEPARTMENT OF STATE

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

5/7/2009

APPROVED  
AND  
FILED

09 MAY -7 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER (H09000116491 3)

ARTICLES OF INCORPORATION  
OF  
HEMIAL CORP.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **HEMIAL CORP.** (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue Ten Thousand (10,000) shares of voting common stock, with a par value of \$1.00 per share. The transfer of these shares will be governed by the bylaws of the corporation.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is **1000 Brickell Avenue, Suite 200, Miami, Florida 33131**

ARTICLE V

The street address of the Corporation's initial registered office is **1000 Brickell Avenue, Suite. 200, Miami, Florida 33131** and the name of the initial registered agent at such office is **Villanueva, Bajandas & Fitzgerald, LLP.**

ARTICLE VI

Preparer:  
Carlos J. Villanueva, Esq.  
Villanueva, Bajandas & Fitzgerald, LLP  
1000 Brickell Ave, Suite 200  
Miami, Florida 33131  
Ph. (305) 377-0809  
FL BAR NO. 473741

FAX AUDIT NUMBER (H09000116491 3)

FAX AUDIT NUMBER (H09000116491 3)

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE VII

The name and address of the incorporator of the Corporation is **Villanueva, Bajandas & Fitzgerald LLP, 1000 Brickell Avenue, Suite 200, Miami, Florida 33131.**

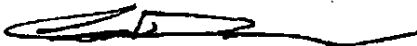
#### ARTICLE VIII

The following shall be the initial officers of the Corporation:

**Miguel Antonio Ruiz Ortiz, President  
1000 Brickell Avenue, Suite 200  
Miami, Florida 33131**

**Miriam Zavala de Ruiz, Secretary  
1000 Brickell Avenue, Suite 200  
Miami, Florida 33131**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the \_\_\_\_ day of May 7, 2009.



**Carlos J. Villanueva, Esq.  
Incorporator**

FAX AUDIT NUMBER (H09000116491 3)

FAX AUDIT NUMBER (H09000116491 3)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for **HEMIAL CORP.**, at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 7 day of **MAY 2009**.

**Villanueva, Bajandas & Fitzgerald LLP**

BY:

  
Carlos J. Villanueva, Esq.

Dated as of the 7 day of **MAY 2009**.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 MAY - 7 PM 2:08

APPROVED  
AND  
FILED

FAX AUDIT NUMBER (H09000116491 3)