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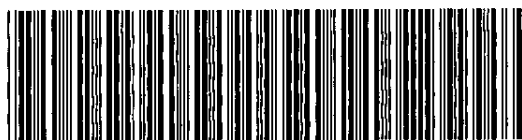
(Business Entity Name)

(Document Number)

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RECEIVED  
09 SEP 10 PM 12:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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AND  
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09 SEP 10 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/4

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

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

1. THE COOL STUFF Corp.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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2.05  
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### 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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**THE COOL STUFF CORP.**

**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 rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be: THE COOL STUFF CORP.

**ARTICLE II**

This corporation shall commence existence on the date of the filing of these articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The principal place of business and mailing address of this corporation shall be: 7225 NW 68 STREET SUITE #1, MIAMI, FL 33166 .

**ARTICLE IV**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any an 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, to be impressed, affixed or in any other manner reproduced:

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, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, 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 property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its 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 select or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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

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

To pay pensions and establish pensions plan, profit sharing plans, stock bonus plans, stock option 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;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

#### **ARTICLE V**

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00. 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.

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#### **ARTICLE VI**

The name and street address of the initial Registered Agent of this corporation shall be:  
Zully Fernandez, 7225 NW 68 Street Suite #1, Miami, FL 33166.

#### **ARTICLE VII**

The initial board of directors shall consist of a total of four person and the names and Address of the person who is to serve as an initial director are:

Title: President  
Zully Fernandez  
7225 NW 68 Street Suite #1  
Miami, FL 33166

Title: Director  
Ivan Rafael Jijena Sanchez  
7225 NW 68 Street Suite #1  
Miami, FL 33166

Title: Director  
Ezequiel Gil  
7225 NW 68 Street Suite #1  
Miami, FL 33166

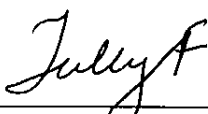
Title: Director  
Pablo Santiago Obarrio  
7225 NW 68 Street Suite #1  
Miami, FL 33166

#### **ARTICLE VIII**

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

Zully Fernandez  
7225 NW 68 Street Suite #1  
Miami, FL 33166

The undersigned have executed these Articles of Incorporation this 08 of September of 2009.

  
\_\_\_\_\_  
Zully Fernandez

APPROVED  
AND  
FILED

09 SEP 10 PM 12:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

First that THE COOL STUFF CORP

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Zully Fernandez, 7225 NW 68 Street Suite #1, Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

**HAVING BEEN NAMED AS REGISTERED AGENTS AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CDERTIFICATE, WE HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. WE FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES, AND WE ARE FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF OUR POSITION AS REGISTERED AGENTS.**



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**Zully Fernandez  
Registered Agent**