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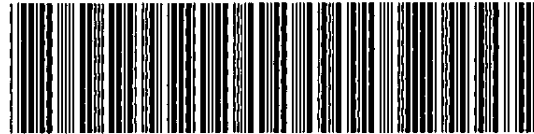
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(Document Number)

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**CORPORATE FILING SERVICE**

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**MIAMI, FL 33165 (305) 552-5973**

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

1. ND MEMBRIBE Corp.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in    ☒ Pick up time 2.06    ☒ 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

**Examiner's Initials**

**ARTICLES OF INCORPORATION  
OF  
ND MEMBRIBE CORP.**

**FILED**  
**10 MAY -5 PM 12:07**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

**ARTICLE I**

**NAME**

The name of this corporation is:

ND Membribe Corp.

**ARTICLE II**

**DURATION**

This corporation is to exist perpetually. It shall commence its existence upon the filing of these Articles of Incorporation.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE IV**

**CAPITAL TO BEGIN BUSINESS**

This corporation is authorized to issue one hundred (100) shares at five dollars (\$5.00) dollars par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by action communicate to the Board, in writing, their decision to determine the consideration or issuance of non issue or sale of Treasury shares. This action by the stockholders will not affect the prior action by the Board.

The consideration for the issuance of shares or for disposal of Treasury shares may be paid, in hole or part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non assessable.

## **ARTICLE V**

### **PREMPTIVE RIGHTS**

Every shareholder, upon the sale for cash on any new stock of this corporation of the same class, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

## **ARTICLE VI**

### **INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is:

7090 W 5<sup>th</sup> Avenue  
Hialeah, FL 33014

and the name of the initial Registered Agent of this corporation is:

Natalia R. Membribe

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one(1) Director(s) initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

## **ARTICLE VIII**

### **INITIAL DIRECTORS**

The name and street address of each of the members of the initial Board of Directors of this corporation are:

| <u>NAME</u>         | <u>TITLE</u>                 | <u>ADDRESS</u>                                     |
|---------------------|------------------------------|----------------------------------------------------|
| Natalia R. Membribe | President/<br>Secretary      | 7090 W 5 <sup>th</sup> Avenue<br>Hialeah, FL 33014 |
| Noel J. Membribe    | Vice-President/<br>Treasurer | 7090 W 5 <sup>th</sup> Avenue<br>Hialeah, FL 33014 |

## ARTICLE IX

### INDEMNIFICATION

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of this corporation, and any person who serves at the request of the corporation, as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being Director or Officer to the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or to reimburse for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

Contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniary or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be presented at any meeting of the Board at which action upon any such contract or transaction shall be taken ; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board if Director of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with the like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

## ARTICLE X

### REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

## ARTICLE XI

### INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation are:

NAME

ADDRESS

Natalia R. Membribe

7090 W 5<sup>th</sup> Avenue  
Hialeah, FL 33014

Noel J. Membribe

7090 W 5<sup>th</sup> Avenue  
Hialeah, FL 33014

## ARTICLE XII

### BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new by-laws may be adopted by shareholders, and the shareholders may prescribe in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

## ARTICLE XIII

### POWERS

This corporation shall have all powers necessary or convenient to affect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

## ARTICLE XIV

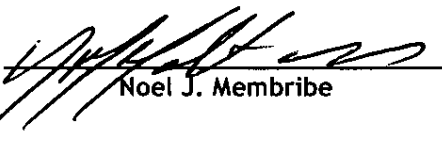
### AMMENDMENT

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 at the stockholder meeting by a majority of the stocks entitled to vote thereon.

THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 26th DAY OF APRIL 2010.



Natalia R. Membribe



Noel J. Membribe

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10 MAY -5 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

10 MAY -5 PM 12:07

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WHITING THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuant of chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That: " ND Membribe Corp." desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation, in the city of *Hialeah* County of Miami-Dade, state of Florida, has named Natalia R. Membribe, located at 7090 W 5<sup>th</sup> Avenue, Hialeah, County of Miami-Dade, state of Florida, as its agent, to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept services of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with this provision of said Act, relative of keeping open said office.

  
\_\_\_\_\_  
Nataia R. Membribe  
Resident Agent