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Division of Corporations

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iron boulder corp.

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(6)

<i>Articles of Incorporation</i>
<i>of</i>
<i>IRON BOULDER CORP</i>

We the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be:

IRON BOULDER CORP.
5201 Blue Lagoon Drive
Suite 210
Miami, Florida 33126

ARTICLE II
DURATION OF CORPORATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The corporation's purpose shall be to engage in any lawful activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

ARTICLE IV
AUTHORIZED CAPITAL

The aggregate number of shares which the Corporation is authorized to issue is 50,000. Such shares shall be Common Stock of a single class and shall have no par value.

ARTICLE V
RIGHT OF TRANSFERABILITY

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

This Instrument was prepared by:
Renier Cruz, Esq.
300 Sevilla Avenue, Suite 301
Cooral Gables, Florida 33134
Florida Bar No.: 320651

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ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Ana Y. Crolla, 5201 Blue Lagoon Drive, Suite 210, Miami, FL 33126.

The Corporation retains the power of moving its office to any other address as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE VII
INITIAL OFFICERS AND/OR DIRECTORS

The number of Directors/Officers may be altered from time to time by the Shareholders of the Corporation, however, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Officers/Directors are:

PRESIDENT: Semiramy Mendoza, 5201 Blue Lagoon Drive, Suite 210, Miami, FL 33126
VICE PRESIDENT: Ana Y. Crolla, 5201 Blue Lagoon Drive, Suite 210, Miami, FL 33126
SECRETARY: Ana Y. Crolla, 5201 Blue Lagoon Drive, Suite 210, Miami, FL 33126
TREASURE: Semiramy Mendoza, 5201 Blue Lagoon Drive, Suite 210, Miami, FL 33126

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until its successor is elected and qualified or appointed, or until her/his earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VIII
INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation is:

Semiramy Mendoza, 5201 Blue Lagoon Drive, Suite 210, Miami, FL 33126
Ana Y. Crolla, 5201 Blue Lagoon Drive, Suite 210, Miami, FL 33126

ARTICLE IX
AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders 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 a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
INFORMAL ACT OF DIRECTORS OR SHAREHOLDERS

If all the Directors or Shareholders severally or collectively consent, in writing, to any action taken or to be taken by the Directors or Shareholders respectively of the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Shareholders or the Board of Directors.

ARTICLE XII
TELEBOARD MEETING

In addition to annual or special meetings of the Board of Directors, the directors may hold teleboard meetings. Teleboard meetings may be carried out by telephone, fax and/or e-mail. Teleboard meetings shall be initiated by the chairman of the Board of Directors or the President. In addition, any member of the Board who desires to discuss an issue, shall bring it to the Chairman of the Board and the Chairman will determine whether it is worthy of a teleboard meeting. Teleboard meetings shall require notice or a waiver of notice, although any Director participating in a Teleboard meeting shall be deemed a waiver of notice.

The issues brought by the Chairman in a teleboard meeting shall be voted upon 3 days after notice, unless notice is waived. A second round could arise if there would be stalemate. In the event of a stalemate, the Chairman shall make the final determination or elect to bring the issue again at a subsequent date. The Chairman's determination shall be binding upon the Corporation. A period of 2 days for voting will be given for the second round. The result of the teleboard meeting shall be circularized among the members of the board of Directors by the Managing Director of the company, no less than 2 days after the chairman has given its results.

Minutes for the teleboard meetings shall be produced by the Secretary to be made a part of the corporate books of the Corporation.

ARTICLE XIII
STOCKHOLDER'S AGREEMENTS

When any written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation, provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, Shareholders and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with law, agreements or otherwise) consenting to the revocation and cancellation of the agreements among the Stockholders.

**ARTICLE XIV
INDEMNIFICATION**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors, at their sole discretion, (subject to approval by a majority of Stockholders) that indemnification is proper in the particular circumstance.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

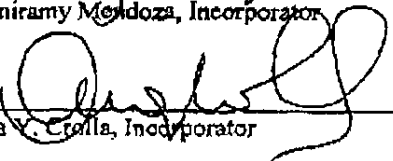
The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 27 day of August, 2010.


Semiramy Mendoza, Incorporator


Ana V. Crolla, Incorporator

STATE OF FLORIDA)

: SS

COUNTY OF DADE)

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BEFORE ME, the undersigned authority, personally appeared Semiramy Mendoza and Ana Y. Crolla, who are personally known to me/or who each produced a Driver's License as identification and to me well known to be the persons who executed the foregoing **ARTICLES OF INCORPORATION**, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have set my hand and seal, this 29th day of August, 2010.

My Commission Expires:



RENIER CRUZ
MY COMMISSION # 00028125
EXPIRES: January 9, 2011
Bonded thru Budget Notary Services

NOTARY PUBLIC- STATE OF FLORIDA
AT LARGE

RENIER CRUZ
Printed Name

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

That IRON BOULDER CORP, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in these **ARTICLES OF INCORPORATION**, in the city of Miami, County of Miami-Dade, State of Florida, has named: ANA Y. CROLLA, as its Agent to accept Service of Process within this State.

Semiramy Mendoza
Semiramy Mendoza, Incorporator
Ana Y. Crolla
Ana Y. Crolla, Incorporator

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ACKNOWLEDGMENT

Having been made to accept Service of Process for the abovenamed Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

Ana Y. Crolla
Ana Y. Crolla, Registered Agent

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