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SECRETARY OF STATE DIVISION OF CORPORATIONS

MD 10/4

Karlick & Buckley Attorneys and Counselors at Law

Luite 200 Republic Building

1454 N.W. 17th Ave., Miami, FL 33125-2384

September 23, 2010

(305) 325-1561

State of Florida Division of Corporation P.O. Box 6327 Tallahassee, Florida 32314 Attn: New Filings Section

Re: CIRCLE DEVELOPMENT CORP.

Ladies and Gentlemen:

Enclosed please find original and one copy of above captioned proposed Florida Corporation for filing. Also, enclosed is a money order in the sum of \$78.75 for filing costs.

Please file same and return one confirmed copy at your earliest in the envelope provide.

Thank you for your prompt attention to this matter.

ARTHUR W. KARLICK

AWK/nk Enclosures

# ARTICLES OF INCORPORATION OF CIRCLE DEVELOPMENT CORP.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of corming a corporation under the laws of the State of Florida.

# ARTICLE I NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be: **CIRCLE DEVELOPMENT CORP.**, and the mailing address of the corporation shall be: 435 N.W. 124<sup>TH</sup> Street, North Miami, FL 33168.

#### **ARTICLE II DURATION**

The corporation shall exist perpetually commencing on the date of this filing of these Articles of Incorporation.

#### **ARTICLE III ACTIVITIES AND PURPOSE**

The corporation is entitled to engage in any activity or business permitted under the laws of the State of Florida and the United States of America. This corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE IV STOCK

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares". The shares shall be distributed as follows:

| NAME        | OFFICE                    | SHARES |
|-------------|---------------------------|--------|
| Olga Matias | President/ Resident Agent | 100    |

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation as a just value fixed by the Board of Directors.

SECRETARY OF STATE

## **ARTICLE V STOCK VALUE**

All said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period of not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida. This corporation is organized and authorized to operate as a Subchapter "S" of the Internal Revenue Code of the United States.

#### **ARTICLE VI-PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

#### ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 435 N.W. 124<sup>th</sup> Street, North Miami, Florida 33168 and the name of the initial registered agent of this Corporation, at the above address is: Olga Matias.

#### ARTICLE VIII BOARD OF DIRECTORS

The corporation shall have one (1) director constituting the initial Board of Directors.

The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation; however, there shall never be less than one (1). The name and mailing address of the initial director of this corporation is:

Name <u>Mailing Address</u>

Olga Matias 435 N.W. 124<sup>th</sup> Street North Miami, Florida 33168.

#### ARTICLE IX INCORPORATOR

The name and address of the incorporator of the corporation Olga Matias, President, 435 N.W. 124<sup>th</sup> Street, North Miami, FL 33168.

#### **ARTICLE X-INDEMNIFICATION OF OFFICERS**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law for all acts done on behalf of the Corporation.

#### **ARTICLE XI-SHAREHOLDER PROPERTY**

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have first lien on the share of its shareholder and upon the dividends due them for any indebtedness of the shareholders to the corporation.

#### ARTICLE XII-CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modification. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the bylaws of this Corporation.

#### ARTICLE XIII-AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREFORE, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 22 day of, September 2010.

Diga Matias, President

STATE OF FLORIDA )
COUNTY OF MIAMI-DADE ) SS.-

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Olga Matias as President, CIRCLE

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DEVELOPMENT CORP., and is personally known to me as the person described herein or has produced her <u>driver's license</u> as identification and who executed the foregoing Articles of Incorporation, and She acknowledged before me that She executed the above Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this  $\mathcal{A}\mathcal{A}$ 

NANCY KARLICK
MY COMMISSION # DD 652073
EXPIRES: July 16, 2011
Bonded Thru Notary Public Underwriters

NOTARY PUBLIC-State of Florida

My commission expires:

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

In pursuance of Chapter 48.091. Florida Statute, the following is submitted, in compliance with said Act:

First, That CIRCLE DEVELOPMENT 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 Miami, County of Miami-Dade, State of Florida has named Olga Matias located at 435 N.W. 124<sup>th</sup> Street, North Miami, Florida 33168 as its agent to accept service of process within this state.

### **ACKNOWLEDGEMENT:**

Having been named to accept service 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 the provision of said Act relative to keeping open said office.

Olga Matias, Resident Agent