

P10000081219

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

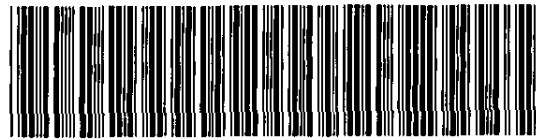
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600185838276

10/01/10--01026--013 **78.75

EFFECTIVE DATE 10-1-10

RECEIVED
10 OCT -1 AM 11:36
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 OCT -5 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

~~WT-46192~~
PS 10/6/10

LAZARUS

CORPORATE FILING SERVICE

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

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

1. REMCASA Group, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 4, 2010

LAZARUS

SUBJECT: REMCASA GROUP, INC.
Ref. Number: W10000046192

RECEIVED
10 OCT -5 AM 11:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for REMCASA GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct the name of the corporation in the heading and Article I and remove any reference to a doing business as name.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Pamela Smith
Regulatory Specialist II
New Filing Section

Letter Number: 810A00023405

ARTICLES OF INCORPORATION OF REMCASA GROUP, INC.

FILED

10 OCT -5 AM 9:59

ARTICLE I

The name of the corporation is REMCASA GROUP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Duration. The period of existence of the corporation is perpetual or specify limited period.

ARTICLE III

Principal Office and Mailing Address

EFFECTIVE DATE 10-1-10

The principal place of business of the corporation is at 4767 SW 166TH COURT, MIAMI FL 33185. The mailing address of the corporation is the same or specify different mailing address.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office is at 4767 SW 166TH COURT, MIAMI FL 33185

The name of the initial registered agent at that address is ROLANDO MORALES.

ARTICLE V

Authorized Shares

The corporation is authorized to issue 100 shares of common stock having par value of \$ 100.00 a share.

ROLANDO MORALES	50%
CAROLINA SACASA	50%

ARTICLE VI

Directors

The initial board of directors shall consist of 2 members. The names and addresses of the first board of directors are:

PRESIDENT: ROLANDO MORALES
VICE PRESIDENT: CAROLINA SACASA

ARTICLE VII

Incorporators

The names and addresses of the incorporators are: ROLANDO MORALES

ARTICLE VIII

Commencement of Existence

The corporation's existence shall begin on OCTOBER 1st 2010

ARTICLE IX

Directors to Be Shareholders

Other than the initial directors, no person shall be deemed to have duly qualified as a director of the corporation unless he or she is a holder of record of no less than 15 % OF OUTSTANDING ISSUED SHARES of the corporation. Should a director, other than an initial director, cease to hold sufficient shares, the office of that director shall be deemed vacant.

ARTICLE X

Grant of Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

ARTICLE XI

Payment of Share Dividend in Shares of Another Class

The corporation, in the discretion of the board of directors and on the terms that the board may prescribe, has the authority to distribute shares to the holders of shares of the corporation as a share dividend.

ARTICLE XII

Treatment of Reacquired Shares

Shares that have been issued and have been purchased, redeemed, or otherwise reacquired by the corporation shall not be reissued, and the shares shall cease to be a part of the authorized shares of the corporation.

ARTICLE XIII

Consideration for Shares

The consideration to be received for common shares without par value shall be set, before the issuance of the shares, by a majority vote of the holders of the outstanding shares entitled to vote. Consideration for all other shares may be determined by the board of directors, from time to time, according to law.

ARTICLE XIV

Merger or Share Exchange

Any merger or share exchange with another corporation shall require the assent of the holders of MAJORITY of the issued and outstanding shares of each class or not less than 51 % of the issued and outstanding common shares plus all of the issued and outstanding preferred shares, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for the purpose.

ARTICLE XV

Denial of Power to Form Partnership

The corporation is expressly denied the power to participate in any partnership, limited or general, as limited or general partner, or both. Nor may the corporation enter into any other arrangement for sharing profits, union of interest, unitization or farm-out agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, whether or not the participation or arrangement involves sharing or delegation of control with or to others.

ARTICLE XVI

Authority to Dispose of Assets

The corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property and assets with the vote or written consent of the holders of 51 percent of the shares of the corporation entitled to vote, and not otherwise. In addition, a written resolution of the approval for such action must be obtained.

ARTICLE XVII

Authority to Mortgage or Pledge Assets

The board of directors of the corporation may not authorize any mortgage, pledge, or creation of a security interest in any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any preexisting obligation of the corporation without obtaining prior shareholder approval by the vote or written consent of the holders of 51% percent of the shares of the corporation entitled to vote, and not otherwise. This provision does not prohibit the refinancing of any obligation on terms at least as favorable as the terms of the original obligation nor does it prohibit the purchase of property, on reasonable commercial terms, which is subject to a purchase money security interest as defined in Article 9 of the Uniform Commercial Code, as long as the amount financed thereunder does not exceed 100,000 or 20 percentage of the corporation's assets, WHICH EVER IS GREATER. This provision does specifically prohibit, however, the granting of a "floating lien" or "floating charge" on the corporate assets as would be permitted by Article 9 of the Uniform Commercial Code. Any and all property purchased on credit may not be secured by any other property of the corporation without obtaining prior shareholder approval by the vote or written consent of the holders of 51% percent of the shares of the corporation entitled to vote.

ARTICLE XVIII

Election of Directors by Class or Series of Shares

The holders of the 51% of shares, shall be entitled to elect 1 of the 3 board members directors.

ARTICLE XIX

Removal of Directors

A director or directors may be removed by 51 % of the shareholders at a meeting of the shareholders, provided the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the director or directors. The shareholders may remove one or more directors for cause, which is defined as fraud, gross abuse of office amounting to a breach of trust, criminal conduct regardless of arrest, indictment, or conviction, or similar misconduct. Cause may be established only after the director or directors sought to be removed for cause have received written notice of specific charges of misconduct and have had an opportunity to present to the shareholders voting on the removal a rebuttal of the charges. Any director removed for cause shall forfeit any and all compensation that might otherwise be payable to the director for the remainder of the director's term. Any contract between the corporation or the shareholders and the director shall be deemed to be canceled and void as of the date of the director's removal for cause. The shareholders finding of cause for removal shall be binding and conclusive]. If a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove the director. Regardless of whether or not cumulative voting is in effect, if the shareholders are voting on the removal of more than one director, a separate vote must be taken on the removal of each director. If cumulative voting is authorized and in effect, a director may not be removed if the number of votes sufficient to elect the director under cumulative voting is voted against the director's removal. If cumulative voting is not authorized and in effect, a director may be removed only if the number of votes cast to remove the director exceeds the number of votes cast to not to remove the director.

ARTICLE XX

Vacancies in Board of Directors

If any vacancy should occur on the board of directors, including a vacancy resulting from an increase in the number of directors, the shareholders shall have the exclusive right to elect a new director to fill the vacancy. The director shall be elected to the same term, in the same manner, and subject to the same restrictions as apply to the election of the director whose removal, resignation, death, or newly created directorship created the vacancy.

ARTICLE XXI

Cumulative Voting

At all times, each shareholder of the corporation who is entitled to vote shall have one vote for each share having voting rights and standing in the shareholder's name on the corporation's books. In elections for the board of directors, each shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the shareholder multiplied by the number of directors for whom the shareholder is entitled to vote. The shareholder may cast all of the shareholder's votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

ARTICLE XXII

Vote of Shareholders to Amend Articles

Notwithstanding any other provision in these articles of incorporation, the approval of the board of directors and the affirmative vote of not less than 51 percent of all outstanding shares [whether or not entitled to vote] at the annual shareholders' meeting shall be required to amend these articles

ARTICLE XIV

Amendment of Bylaws

Except as otherwise provided by law, bylaws may be adopted, amended, or repealed either by approval of the shareholders or by approval of the board of directors; provided that any bylaw can be adopted, amended, or repealed by the vote or written consent of 51% of the shareholders and not otherwise.

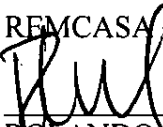
Certificate of Designation of Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

- 1. The name of the corporation is REMCASA GROUP, INC.
- 2. The address of the registered office is 4767 SW 166TH COURT, MIAMI FL 33185
- 3. The name of the registered agent at the registered office is ROLANDO MORALES

Dated: September 24th 2010

REMCASA GROUP, INC.

 [signature]
ROLANDO MORALES, PRESIDENT

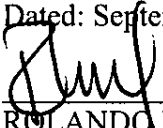
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 OCT -5 AM 9:59

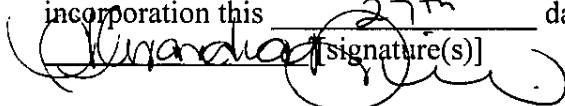
APPROVED
FILED

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 24th 2010

 [signature]
ROLANDO MORALES, PRESIDENT AND REGISTERED AGENT

IN WITNESS WHEREOF, we [we or I] have executed these articles of incorporation this 27th day of September [month, year]. 2010.

 [signature(s)]

