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Division of Corporations

Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION  
BADELL GUTIERREZ INC

Certificate of Status	0
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Articles of Incorporation  
Of  
**Badell Gutierrez Inc**

The Undersigned, acting as Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit, file and adopt the following Articles of Incorporation:

**Article I**

The name and address of the corporation:

**Badell Gutierrez Inc**  
**6135 NW 167 Street**  
**Suite E-18**  
**Miami Lakes, FL 33015**

**Article II**

The duration period of the corporation is perpetual.

**Article III**

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles of Incorporation by the Department of State.

**Article IV**

**Section 1:** The purpose(s) for which the corporation is organized is to engage in and carry on the transaction(s) of any or all-lawful business(es) for which the corporation may be incorporated under the Florida General Corporation Act in the State of Florida, or in any other State in the United States of America or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purpose(s) or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations either in the State of Florida or throughout the United States of America and elsewhere.

**Section 2:** To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation in conformity with the laws of the State of Florida.

**Section 3:** To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

**Section 4:** To buy, sell, mortgage, lease, encumber, alienate or otherwise deal in real property and to construct thereon, cause to be constructed therein, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

**Articles V**

The foregoing clauses shall be construed both as objects and powers but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

**Article VI**

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

**Article VII**

The aggregate and maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be **One Hundred (100) shares** of capital stock at **\$1 par value**, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244" stock as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

**Article VIII**

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

**Article IX**

The number of directors constituting the initial Board of Directors of the corporation are **one (1)** and the name(s) and address(es) of the person(s) who are to serve as director(s) until the first annual meeting of shareholders or until the successors are elected and qualified are:

**P/S/T/D: John W Badell 6135 NW 167 Street Suite E-18 Miami Lakes, FL 33015**

**Article X**

The shares of Capital Stock of this corporation shall be issued to the following person(s):

<u>Name</u>	<u>Address</u>	<u>Shares</u>
<b>Badell Gutierrez, C.A.</b>	<b>Calle 83, Entre Av 36 y 37 Sect Amparo Maracaibo</b>	<b>51%</b>
<b>John W Badell</b>	<b>6135 NW 167 St Ste E-18 Miami Lakes, FL 33015</b>	<b>49%</b>

**Article XI**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of Articles of Incorporation be made.

**Article XII**

No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to

the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Article XIII**

The name and address of the incorporator is:

John W Badell  
6135 NW 167 Street  
Suite E-18  
Miami Lakes, FL 33015

I, John W Badell, am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are correct and true. I am aware that false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes. I understand the requirement to file an annual report between January 1 and May 1 in the calendar year following formation of Badell Gutierrez Inc and every year thereafter to maintain "active" status.

  
John W Badell  
Incorporator

**Article XIV**

The name and address of the initial registered agent in the State of Florida is:

John W Badell  
6135 NW 167 Street  
Suite E-18  
Miami Lakes, FL 33015

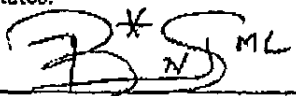
**CERTIFICATE OF DESIGNATION - REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: **Badell Gutierrez Inc**
2. The name and address of the registered office in the State of Florida is:

John W Badell  
6135 NW 167 Street  
Suite E-18  
Miami Lakes, FL 33015

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I, John W Badell, hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accept the duties and obligations of Section 607.325, Florida Statutes.

  
John W Badell  
Registered Agent

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