

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H13000198770 3)))



H130001987703ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
13 SEP - 6 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
TOWER EXPORT DEVELOPMENT, INC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

RECEIVED
13 SEP - 6 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

MD 9/9

H13000198710

②

ARTICLES OF INCORPORATION
OF
TOWER EXPORT DEVELOPMENT, INC

I, 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:

Tower Export Development, Inc
7824 N.W. 46th Street,
Doral, Florida 33166

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

ARTICLE II
DURATION OF CORPORATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The corporation may engage in any 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 7,500. Such shares shall be Common Stock of a single class and shall have \$1.00 par value.

ARTICLE V
RIGHT OF TRANSFERABILITY

The Shareholders of this Corporation shall have preemptive rights to acquire

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

FILED
13 SEP -6 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H13000198710

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.

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: Arcadio Torres, 7824 N.W. 46th Street, Doral, Florida 33166

ARTICLE VII
DIRECTORS

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

Arcadio Torres
7824 N.W. 46th Street,
Doral, Florida 33166

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

ARTICLE VIII
INCORPORATOR

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

Arcadio Torres
7824 N.W. 46th Street,
Doral, Florida 33166

ARTICLE IX
AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, change or replaced by the Stockholders 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 Board of Directors, proposed by them to the Stockholders and approved 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 Amended 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 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
MEETINGS

The Corporation may hold its meetings of Stockholders and/or Directors, either within or outside the State of Florida or the United States of America and the meetings may be carried out in person, by telephone, fax, e-mail, video conference, any other electronic means or combination thereof that assures that all Stockholders and/or Directors are able to participate and communicate at the same time. Meetings shall be initiated by the chairman of the Board of Directors or the President.

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.

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 6 day of September, 2013.


Arcadio Torres, Incorporator

STATE OF FLORIDA)

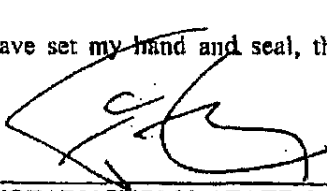
: SS

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Arcadio Torres, Incorporator, who is personally known to me/or who produced _____ as identification, to me well known to be the person who executed the foregoing Articles of Incorporation, and she has acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have set my hand and seal, this 6th day of September, 2013.

My Commission Expires:


NOTARY PUBLIC-STATE OF FLORIDA
AT LARGE



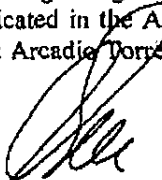
RENNER CRUZ
MY COMMISSION # EE000089
EXPIRES: May 23, 2015
Bonded Thru Budget Notary Services

DESIGNATION OF REGISTERED AGENT

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

H1300019877C

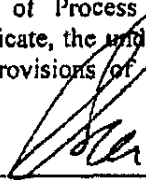
That Tower Export Development, Inc, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, Miami-Dade County, State of Florida, has named: Arcadio Torres, as its Agent to accept Service of Process within this State.



Arcadio Torres, Incorporator

ACKNOWLEDGMENT

Having been made to accept Service of Process for the above named 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.



Arcadio Torres, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 SEP - 6 AM 10:32

FILED

H1300019877C

09/06/2013 03:31 3056339696

EMPIRE CORP