

4/10/2017

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**QUINTERO & ASOCIADOS FIRMA DE CONTADORES INC**

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Corporate Filing Menu

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**H17000098840 3**

**ARTICLES OF INCORPORATION**  
**OF**  
**QUINTERO & ASOCIADOS FIRMA DE CONTADORES INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes:

**Article I - NAME**

The name of the Corporation is: **QUINTERO & ASOCIADOS FIRMA DE CONTADORES INC.** (hereinafter, "Corporation")

**Article II – PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**Article III – PRINCIPAL OFFICE**

The address of the principal office of this Corporation is: **2200 NW 72<sup>ND</sup> AVE #523223 MIAMI, FL. 33152-3223** and the mailing address is the same.

**Article IV - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

**LALINE CAMACHO**

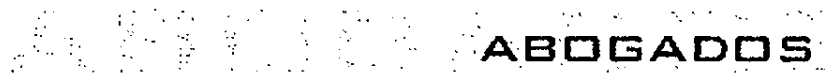
**2200 NW 72<sup>ND</sup> AVE #523223 MIAMI, FL. 33152-3223**

Electronic Signature of Incorporator: **LALINE CAMACHO**

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

**H17000098840 3**

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**H17000098840 3**

### **Article V – OFFICERS**

The officers of the Corporation shall be:

President: **YRWIN QUINTERO**

Vicepresident: **LALINE CAMACHO**

whose mailing addresses shall be the same as the principal office of the Corporation.

### **Article VI – DIRECTOR(S)**

The director(s) of the corporation shall be:

**YRWIN QUINTERO**

**2200 NW 72<sup>ND</sup> AVE #523223 MIAMI, FL. 33152-3223**

**LALINE CAMACHO**

**2200 NW 72<sup>ND</sup> AVE #523223 MIAMI, FL. 33152-3223**

**QUINTERO & ASOCIADOS FIRMA DE CONTADORES (RIF: J293619408)**

**AV. LIBERTADOR CRUCE C/AV LAS PALMAS EDIF RESD ARAGUANAY  
PISO PH OF PH URB LAS PALMAS CARACAS DISTRITO CAPITAL ZONA  
POSTAL 1050 VENEZUELA**

### **Article VII - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED MILLIONS (100,000,000) shares of common stock, each share having the par value of ONE DOLLAR (\$ 1).

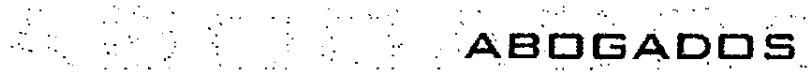
7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in

**H17000098840 3**

**Quintero & Asociados**  
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**H17000098840 3**

authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the Stock.

**Article VIII - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

**Article IX - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**Article X - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**Article XI - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**H17000098840 3**

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H17000098840 3

**Article XII - REGISTERED OFFICE AND REGISTERED AGENT**

The initial name and street address of the registered agent of this corporation is:

**LALINE CAMACHO**

**2200 NW 72<sup>ND</sup> AVE #523223 MIAMI, FL. 33152-3223**

I certify that I am familiar with and accept the responsibilities of registered agent.

Electronic Signature of Registered Agent: **LALINE CAMACHO**

**Article XIII - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**Article XIV - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**Article XV – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

H17000098840 3

17