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**FLORIDA PROFIT/NON PROFIT CORPORATION  
X-NET COMPUTER INC.**

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## **ARTICLES OF INCORPORATION OF X - NET COMPUTER INC.,**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under the laws of the State of Florida.

### **ARTICLE I - NAME**

The name of the Corporation is:

X - NET COMPUTER INC.,

### **ARTICLE II - PURPOSE OF CORPORATION**

The general nature of the business and business to be transacted are as follows:

- 1) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States including Import and Export Activities.
- 2) Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects herein above mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

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### **ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

907 NE 7<sup>TH</sup> STREET SUITE # 1  
HALLANDALE BEACH, FL 33009 - 8543

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

### **ARTICLE IV - EFFECTIVE DATE**

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

### **ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS**

1) The initials officers and/or Directors of the Corporation shall be:

President/Treasurer: CARLOS S GUEVARA MARTINEZ  
Vice-President/Secretary: CARLOS GUEVARA MARTINEZ

2) The Address shall be the same as the principal office of the Corporation.

3) If Any vacancy occurs in the Board of Directors during a term, the remaining directors by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

### **ARTICLES VI - SHARES**

**6.1** The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value. All stock is to be issued as fully paid and exempt from assessment.

- 6.2 The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends, payable either in cash, in property, or in shares of the Capital Stock of the corporation.
- 6.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 6.4 If any of the Shareholders decides to sell it's own share; the corporation shall have the First right to buy back the shares and hold as Treasury Stock; the Second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of share.
- 6.5 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.
- 6.6 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 VII - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended:

- 7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholder's shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE VIII - INDEMNIFICATION**

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

#### **ARTICLE IX - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE X - BY LAWS**

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 XI – REGISTERED AGENT

The name and address of the registered agent of this Corporation is:

JORGE N BRODSKY

907 NE 7<sup>th</sup>. Street # 1 - Hallandale Beach, Florida 33009 - 8543

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent

Miami, 09/19/2013

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## **ARTICLE XII - 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.

## **ARTICLE XIII - CAPITAL AMOUNT**

The amount of capital with which this corporation may begin doing business shall be not less than SEVEN THOUSAND AND FIVE HUNDRED DOLLARS AND 00/100 (7,500.00).

## **ARTICLE XIV - ISSUED STOCKS**

The stock of the corporation may be issued pursuant to the Provisions Of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided there under.

## **ARTICLE XV - MEETINGS**

The Business Of the Corporation shall be managed by a Board of Directors consisting of not less than two nor more than five directors. A quorum for the holding of a meeting which shall be properly done by the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same

force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

### ARTICLE XVI - INCORPORATOR

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

CARLOS SANTIAGO GUEVARA MARTINEZ  
907 NE 7TH STREET # 1  
HALLANDALE BEACH, FL 33025 - 8543

  
\_\_\_\_\_  
INCORPORATOR

Miami, 09/19/2019.

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