

P95000002529

2500 S.W. 79th Court/Miami, Florida 33155

(Address)

(City, State, Zip)

(Phone #)

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OFFICE USE ONLY

PRO STATE
SECRETARY OF CORPORATIONS
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

DuQuosno, Vilardi & Associates, Inc.

ARTICLE I - NAME

The name of this corporation is: DuQuosno, Vilardi & Associates, Inc.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the filling of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated pursuant to the Florida General Corporation Act and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) each.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless

and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - PREEMPTIVE RIGHTS

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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT, AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 815 N.W. 57th Avenue, Suite 428, Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Jorge Du Quesne. The address of the principal office of this corporation shall be the same as that of the initial

registered office.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Jorge Du Quesne	2500 S.W. 79th Court Miami, Florida 33155
Ronaldo Vilardi	95 N. Sewalls Point Road Stuart, Florida 34996

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or officer of this corporation, and any person who serves at the request of this corporation, as a Director or officer of any and all claims and liabilities to which such person shall become subject by the reason of his having heretofore or hereafter been a Director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be

reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation or any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that a Director or any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the corporation who is so interested, pecuniarily or otherwise, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such Director or officer of such other

corporation or not so interested.

ARTICLE X - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Jorge Du Quesno	2500 S.W. 79th Court Miami, Florida 33155
Ronaldo Vilardi	95 N. Sewalls Point Road Stuart, Florida 34996

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all the powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

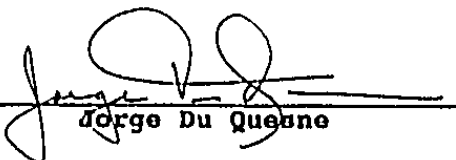
All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors.

ARTICLE XIV - AMENDMENT

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 a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 6th day of July, 1994.

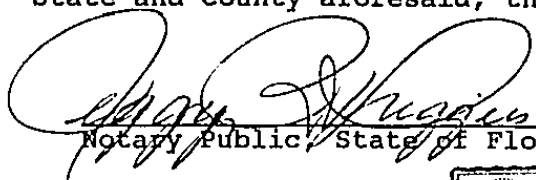

Jorge Du Quesne


Ronaldo Vilardi

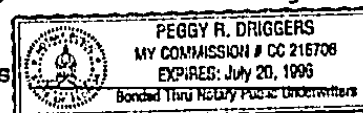
STATE OF FLORIDA)
COUNTY OF DADE) ss.

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared Ronaldo Vilardi and Jorge Du Quesne, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of November, 1993.


Notary Public, State of Florida at Large

My Commission Expires



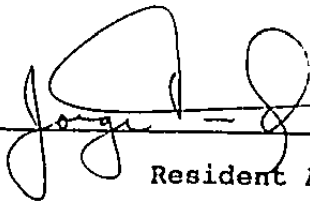
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

First -- That DuQuesne, Vilardi & Associates, Inc. desiring to
organize under the Laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation at City of
Miami, County of Dade, State of Florida has named Jorge Du Quesne
located at 815 N.W. 57th Avenue, Suite 428, City of Miami, County of
Dade, State of Florida, Zip Code 33126 as its agent to accept
services of process within this State. ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision
of said Act relative to keeping open said office

By



Resident Agent

Jorge Du Quesne