

P95000006269

JANUARY 10, 1995

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 20 AM 8:42

TO WHOM IT MAY CONCERN:

I AM ALSO REQUESTING A COPY OF STATE OF FLORIDA CERTIFICATE REGISTER UNDER N.GALLEGO PAINTING INC. ENCLOSED PLEASE FIND A CHECK FOR THE AMOUNT OF \$78.75 TO COVER THE FEE FOR THE CORPORATION AND \$8.75 FOR THE CERTIFICATE WHICH IS INCLUDED ON THE AMOUNT ABOVE.

THANK YOU

ALBA NORA GALLEGGO
PRESIDENT

RECEIVED
JAN 10 1995
*****\$78.75 *****\$8.75

Please Return
Corporation to
This address
2750 W 68 ST
Suite 113-254
Tallah, FL 32316
Thank You

KAN 1-25

95 JAN 20 AM 8:42

CERTIFICATE OF INCORPORATION
OF
N. GALLEGO PAINTING INC.

WE, the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION
ARTICLE I.

The name of this Corporation shall be: N. GALLEGO PAINTING INC.

The principal place of business of this corporation shall be:
2740 West 61 Street #206 Hialeah, FL 33016

ARTICLE II NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be: 2740 W. 61 STREET #206 HIALEAH, FL 33016

(a). To engage in the business of services other activity that may be required or being necessary to carry the full purpose of the Corporation.

(b). To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

(c). To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d). To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, power and privileges of ownership, including the right to vote thereon.

(e). To purchase, hold sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly

or indirectly, nor counted as outstanding for the purposes of any stockholder' quorum or vote.

(f). To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation as necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth the same extent as natural persons might or could do.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be **ONE HUNDRED SHARES**, all of which shall be of \$1.00 par value, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in services or property at just valuation, to be fixed by the Directors of this Corporation at the organizational meeting, or any other meeting held for that purpose.

The above amount of shares shall represent the total investment of capital as book value and any other funds deposited into the corporation shall be considered shareholders loan. The term funds used above means either cash, goods, or any valuable instrument brought into the corporation.

ARTICLE IV TERM OF EXISTENCE

The initial registered office of the corporation is: 2740 WEST 61 STREET #206 HIALEAH, FLORIDA 33016 and the initial registered agent at such address is: ALBA NORA GALLEG0

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have perpetual existence. The name (s) and street address of the initial officer (s) and director(s), if any, who shall hold office the first year of the Corporation's existence or until their successor(s) is (are) elected, is (are)

ARTICLE VI

The initial Post Office address of the principal office of this corporation in the State of Florida is: 2740 WEST 61 STREET #206 HIALEAH, FLORIDA 33016

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

ARTICLE VII.

This corporation shall have (1) directors, initially. The number of directors may be increased or diminished from time to time, by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII.

The names and post office addresses of the first board of Directors and officers of this corporation, whom shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

ALBA NORA GALLEGO

President/ 2740 WEST 61 ST. #206
Treasure & HIALEAH, FL 33016
Director

JOSE DE LA ROSA

Vice-President/ 2740 WEST 61 ST.
#206 HIALEAH, FL 33016

ARTICLE IX.

The names and Post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the Corporation will begin business, is as follows:

<u>NAME (S)</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
ALBA NORA GALLEG0	2740 W. 61 ST. #206 HIALEAH, FL 33016	300	\$300

ARTICLE X.

The management and control of the business of this Corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President; one or more Vice- Presidents; a Treasurer and a Secretary; one of more of said officers may hold one or more officers.

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 by them to the Stockholders, and approved at a stockholder's meeting by a majority of the stock entitle to vote thereon.

ARTICLE XII.

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a) To adopt and amend the by-laws of this corporation, provided the amendments there to are not inconsistent with the by-laws adopted by the stockholders.


(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c) To set apart out of any funds of the Corporation available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the Corporation, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 9th day of JANUARY 1995.


ALBA NORA GALLEGO (PRESIDENT)


JOSE DE LA ROSA (V. PRESIDENT)


GRISELLE CHINEA
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES



GRISELLE CHINEA
Notary Public
Bonded By Service Ins
No. CC112189
11/1/99

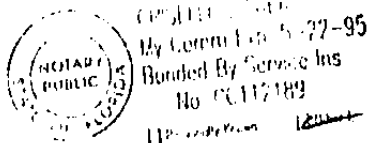
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY, that on this day, before me a Notary Public, duly authorized in the state and county name above to take acknowledgements, personally appeared ALBA NORA GALLEGO to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at MIAMI, Dade County, Florida, this 9th day of JANUARY 1995.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



STATE OF FLORIDA)
COUNTY OF DADE)


BEFORE ME, the undersigned authority, personally appeared ALBA NORA GALLEGO, to me known to be the person described as the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation and he or she hereby accepts to act in this capacity and agrees to comply with the provisions of said Act.

STATE OF FLORIDA
COUNTY OF DADE

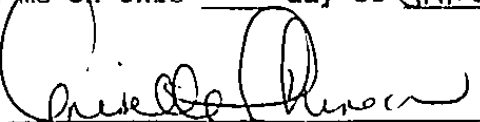
THE FOREGOING instrument was acknowledged and sworn to before me
this 9th day of JANUARY 1995.

by ALBA NORA GALLEGO
(Name of Incorporator)

of N. GALLEGO PAINTING INC.
(Name of Corporation)


ALBA NORA GALLEGO

SWORN TO AND SUBSCRIBED before me on this 9th day of JANUARY 1995.


NOTARY PUBLIC

My Commission Expires



My Commission Expires 12-22-95
Bonded By Service Ins
No. 00112189
11/20/95

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statute, the undersigned Corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the Corporation is: N. GALLEGO PAINTING INC.

2740 WEST 61 ST #206 HIALEAH, FLORIDA 33016

2. The names and address of the registered agent and office is:

ALBA NORA GALLEGO

(P.O. BOX NOT ACCEPTABLE)

2740 WEST 61 STREET #206 HIALEAH, FL 33016

(CITY/STATE/ZIP)

SIGNATURE

(Corporate Office)

TITLE:

PRESIDENT

DATE:

January 9th 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACCT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

January 9th 1995