

08/21/1996 13:17

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS

P 08/21/96
11:11 AM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
408 EAST PALMER STREET
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY
1402 FLAGLER BLVD
SUITE 200
MIAMI FL 33135-9-0000

CONTACT: RAY STORMONT
PHONE: (305) 541-3804
FAX: (305) 541-3770

(((H90000011070)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MADISON BUSINESS CORP.,
FAX AUDIT NUMBER: H90000011070
DATE REQUESTED: 08/21/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.60

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TIME REQUESTED: 11:41:30
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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(((H90000011070)))
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NUM Connect: 00:35:03

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96 AUG 21 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

AUG-21-1996 13:17

EMPIRE CORPORATE KIT

P. 02/10

(b)

PREPARED BY:
ELYANTE INCENTIVOS
B & A BUSINESS LEGAL, INC
143 N.E. 97TH AVENUE SUITE 907
MIAMI FL 33132 (305) 373-6311
FAX: (305) 373-7307

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS:
MADISON BUSINESS CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:
931 NW 97TH AVENUE
PLANTATION FL 33324

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ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:
931 N.W. 97TH AVENUE
PLANTATION FL 33324

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:
RUY ANDRADE

AUG-21-1996 13:17

EMPIRE CORPORATE KIT

P.03/10

PREPARED BY:
ELYANE ROSENTHAL
B & B BUSINESS LEGAL, INC.
141 N.E. 3RD AVE SUITE 205
MIAMI, FL 33132 (305) 373 6211
FAX: (305) 373 7307

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

PRESIDENT & DIRECTOR - RUY ANDRADE

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

RUY ANDRADE
931 N.W. 97TH AVENUE
PLANTATION FL 33324

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

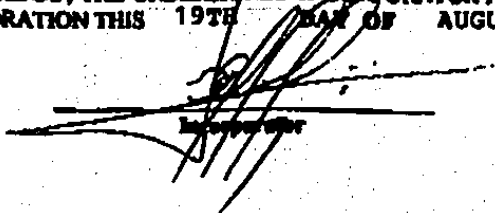
ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

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 DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 19TH DAY OF AUGUST OF 1996.


Incorporator

AUG-21-1996 13:17

EMPIRE CORPORATE KIT

P.04/10

PREPARED BY:
E.L. YAMIN SECRETARY
B & L. SUPPORT SERVICES, INC.
100 P.O. BOX 400000
MIAMI, FL 33140-0000
FAX: (305) 373-7207

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT MADISON BUSINESS CORP. DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

RUY ANDRADE

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

MADISON BUSINESS CORP.

**TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS:**

19TH DAY OF AUGUST, 1996.


Registered Agent

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96 AUG 21 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG-21-1996 13:17

EMPIRE CORPORATE KIT

P.05/18

B & L

PREPARED BY:
ELYANE BECKTINGER
B & L DIAGNOSTIC LEGAL, INC.
141 N.E. 3RD AVE SUITE 207
MIAMI FL 33132 (305) 373-4311
FAX: (305) 373-7287

H96000011676

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

RUY ANDRADE

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

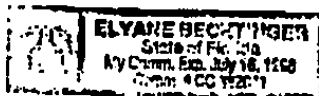
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 19TH DAY OF AUGUST, 1996.



**NOTARY PUBLIC
STATE OF FLORIDA AT LARGE**

My commission expires:



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SPECIFIC POWER OF ATTORNEY

PREPARED BY:
ELYANE BECHTINGER
B & L BUSINESS LEGAL, INC.
141 N.E. 3RD AVE SUITE 205
MIAMI, FL 33132 (305) 373-6211
FAX: (305) 373-7207

H96000011676

BE IT KNOWNED, THAT I, RUY ANDRADE, OF MIAMI - FL., THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO B & L BUSINESS LEGAL, INC. OF MIAMI, FL -- AS MY ATTORNEY-IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THIS AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 19TH DAY OF AUGUST, 1996.

RUY ANDRADE
S.S.# 569-23-6803

STATE OF FLORIDA
COUNTY OF DADE

On 08 / 19 / 1996, before me, ELYANE BECHTINGER personally, appeared
RUY ANDRADE

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

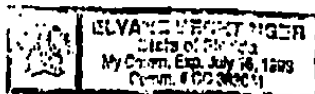
WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____

Notary public

Affiant ☐ Known ☒ Produced ID ☐
Type of ID _____

(Seal)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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