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TO: DIVISION OF CORPORATIONS

PAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SHELL CLEANING & REPAIR CORP.

AUDIT NUMBER...... H9700000258

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

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OF SHELLS CLEANING & REPAIRS CORP.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA. ϕ_i

ARTICLE I NAME

The name of the corporation shall be: SHELLS CLEANING & REPAIRS CORP.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be:

9940 SW 38TH ST.

MIAMI, FLORIDA 33165, and the name of the initial Registered Agent for the corporation at that address is MARIA FABIOLA FONTALVO.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or

Rene J. Clamera, Acet. (305) 595-3020 P.O. Box 524238 Kilami, FL 33152

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DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of FLORIDA. SHELLS CLEANING & REPAIRS CORP., a corporation organizing under the laws of the State of FLORIDA, with its principal office located at:

9940 SW 38TH ST MIAMI, FLORIDA 33165 MARIA FABIOLA FONTALVO has named: MARIA FABIOLA FONTALVO

> MY COMMISSION EXP OOT. 12,1998

9940 SW 38TH ST. MIAMI, FLORIDA 33165

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

BEFORE ME, the undersign	ed authority, this day personally appeared
Maria Fabiola Fontalvo ("Registered Agent"), at Miami
County of Dade, Stat	e of Florida , who is personally
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	th and who, after being duly sworn, depos-
	I matters contained above are true and cor-
	the same for the purposes expressed here-
in.	
WITNESS my hand and of:	ficial seal this <u>O7th</u> day of January
OFFICIAL NOTAHIA CLAL NENE CLAVAREZA COMMISSION NUMBER	Notary Public // State of My Commission Expires:
MY COMMISSION EXP	H47000000258

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of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

MARIA FABIOLA FONTALVO

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ARTICLE IX INCORPORATOR	SSE	-9	1
The name and address of the incorporator is:	ت	圣一	. '
MARIA FABIOLA FONTALVO 9940 SW 38TH ST. MIAMI, FLORIDA 33165	ORIDA	: 17	

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 07TH day of JANUARY, 1997.

Incorporator:

The foregoing instrument was executed and acknowledged before me at Minmi, County of Dada, State of Plorida, this <a href="https://document.com/Plorida/P

(SEAL)

OFFICIAL NOTARY SEAL
RENE CLAVARIEZA
COMMISSION NUMBER
CC401236
MY COMMISSION EXP.
OCT. 12,1908

Notary Public
State of
My Commission Expires:

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