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97 SEP 29 PM 4:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of state
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: C & W CLEANING SERVICES, INC.
(Proposed Corporate Name - Must Include Suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for:

100002305671--5

-09/29/97--01055--012

*****78.75 *****78.75

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy &
Certificate

ADDITIONAL COPY REQUIRED

FROM: ROBSON B. WERNECK
Name (Printed or Typed)
8041 South Gate Blvd # H-11
Address
North Lauderdale, FL 33068
City, State & Zip
(954) 7229346
Daytime telephone number

P. Hall
SEP 29 1997

**ARTICLES OF INCORPORATION OF:
C & W CLEANING SERVICES, INC.**

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ARTICLE I – NAME

The name of this corporation is *C & W CLEANING SERVICES, INC.*

ARTICLE II – DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles which the Department of State.

ARTICLE III – NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 200 shares of \$1.00 per value common stock that shall be designated to "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 8041 South Gate Blvd # H-11, North Lauderdale, Florida, 33068. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII SUBSCRIBERS

This name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Robson B. Werneck	8041 South Gate Blvd # H-11 North Lauderdale, FL, 33068	50% R.B.W
Helcio Antonio Campos	8021 South Gate Blvd # G-9 North Lauderdale, FL, 33068.	50% H.A.C.

ARTICLE VIII 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, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any office or director, to the full extent permitted by law.

ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8041 South Gate Blvd # H-11 North Lauderdale, Florida, 33068, and the name of the initial registered agent of this corporation at that address is Robson B. Werneck..

ARTICLE XIII INITIAL BOARD OF DIRECTORS/INCORPORATION

This corporation shall have three (2) Directors Initially. The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses or the initial Board of Directors of this corporation are:

H.A.C.

R.B. W

NAME

ADDRESS

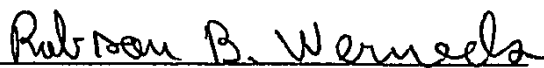
Robson B. Werneck
President/Secretary

8041 South Gate Blvd # H-11
North Lauderdale, FL 33068

Helcio Antonio Campos
Vice-President /Treasurer

8021 South Gate Blvd # G-9
North Lauderdale, FL 33068

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this,
23rd September, 1997.



Signature

**ROBSON B. WERNECK
PRESIDENT/SECRETARY**



Signature

**HELICIO ANTONIO CAMPOS
VICE PRESIDENT/TREASURER**

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

*PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING
THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF
FLORIDA.*

1. The name of the corporation is **C & W CLEANING SERVICES, INC**
2. The name and address of the registered agent and office is:

Robson B. Werneck

(Name)
President

8041 South Gate Blvd # H-11
(P.O. Box or Mail Drop Box **NOT** Acceptable)

North Lauderdale, FL 33068
(City and State and Zip)

Robson B. Werneck

(Name)
President

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.*

Robson B. Werneck

(Signature)

09/23/97

(Date)