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Mr. Carlos Manuel Lamas
13451 S.W. 21 Street
Miami, Florida 33175

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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

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<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

FILED
98 FEB 13 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2-16-98

ARTICLES OF INCORPORATION

OF

BELIEVE, CORP.

FILED

98 FEB 13 AM 9:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Believe, Corp. The address of the principal office and mailing address of the corporation is: 13451 SW 21st Street, Miami, Florida 33175.

ARTICLE II - DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

500 shares of \$1.00 par value common stock

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this Corporation is: 13451 SW 21st Street, Miami, Florida 33175.

The name of the initial registered agent of this Corporation is: Carlos Manuel Lamas.

ARTICLE VI - INITIAL BOARD OF DIRECTOR

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

President
Carlos Manuel Lamas
13451 SW 21st Street
Miami, Florida 33175

ARTICLES VII - INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Carlos Manuel Lamas, 13451 SW 21st Street, Miami, Florida 33175


Carlos Manuel Lamas

ARTICLE VIII - POWERS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this 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 this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer or such other corporation, or not so interested.

ARTICLE IX - ENTITY

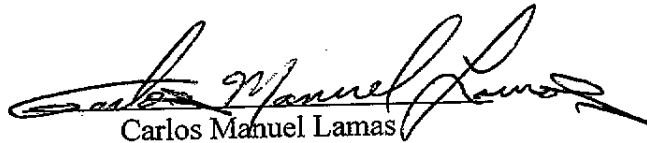
The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

* * *

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sign my name on this 28th day of January, 1998.

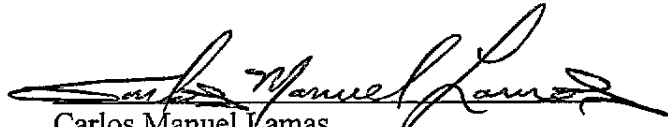

Carlos Manuel Lamas

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

In compliance with the laws of Florida, the following is submitted:

First, that Believe, Corp. desiring to organize under the laws of the State of Florida, has named
Carlos Manuel Lamas, 13451 SW 21st Street, Miami, Dade County, State of Florida, as its
statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place
designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree
to comply with the provisions of Florida law relative to keeping the registered office open, and I
accept the obligations of Section 607.325 F.S.


Carlos Manuel Lamas
Registered Agent

Dated this 28th day of January, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA