

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

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

1. Amfer corp. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

000002447850--5

-03/05/98--01026--016

\*\*\*\*122.50 \*\*\*\*122.50

4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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 checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
98 MAR -5 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 MAR -5 AM 11:03  
DIVISION OF CORPORATION

Examiner's Initials

## ARTICLES OF INCORPORATION

### ARTICLE ONE

#### NAME

The name of this corporation is

AMFER CORP.

### ARTICLE TWO

#### NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the law of the United States of America and the law of the State of Florida.

### ARTICLE THREE

#### DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Upon approval of Secretary of State.

### ARTICLE FOUR

#### CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common stock.
- B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 750 Shares
- C. Par Value. Each share of Common Stock shall have the par value of \$10.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the

FILED  
98 MAR -5 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

- E. Non-Accessibility. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

#### ARTICLE FIVE

##### INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Principal Office of this corporation is 8512 SW. 169 TERR., MIAMI, FLORIDA 331257 and the name of the Initial Registered Agent of this corporation at the address is MARCELA A. AMBROA

#### ARTICLE SIX

##### INITIAL BOARD OF DIRECTORS

This corporation shall have initially TWO Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, but shall never be less than ONE. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

MARCELA A. AMBROA

8512 SW. 169 TERR

MIAMI, FLORIDA 33157

JUAN CARLOS FERREYRA

8512 SW. 169 TERR

MIAMI, FLORIDA 33157

## ARTICLE SEVEN

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal ny By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

## ARTICLE EIGHT

### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 NINE

### SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE TEN

### APPROVAL OF SHAREHOLDERS REQUIRED

#### FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

## ARTICLE ELEVEN

### DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors.

  
NOTARY PUBLIC

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

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That AMFER CORP.  
desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of MIAMI, FL, County of Dade State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

Marcela A. Ambroa  
(Resident Agent)

**MARCELA A. AMBROA**  
8512 SW.169 TERRACE  
Miami, Fl 33157

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR -5 PM 1:15

FILED