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TALLAHASSEE, FLORIDA

**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. **V E R PROFESSIONAL SERVICES CORP.**  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #) **688002505056--2**  
**-04/29/98-01049-027**

4. \_\_\_\_\_  
(Corporation Name) (Document #) **\*\*\*\*\*78.75 \*\*\*\*\*78.75**

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☒ Certificate of Status

NEW FILINGS	
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<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	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

**K. Rolfe APR 29 1998**

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**V & R PROFESSIONAL SERVICES CORP.**

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THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION.

**ARTICLE I**

THE NAME OF THE CORPORATION SHALL BE:

**V & R PROFESSIONAL SERVICES CORP.**

**ARTICLE II**

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things lawful under the laws of the State of Florida, and any other State, Municipality and/or Territories of the United States of America, as fully and to the same extent as natural persons might do.

- A. To buy, sell, market, distribute items of every type and nature, including but not limited to any marketable product or item whether produced by the corporation or by others.
- B. To lend money and negotiate loans, and generally to carry on, conduct, promote, operate and undertake any business transaction or operation commonly carried on, conducted, promoted, operated or undertaken by individuals, business entities, capitalists, financiers, manufacturers, agents, builders, brokers, dealers and others; to lend and advance money or give credit to such persons or firms and on such terms as may seem expedient, to export and import to and from foreign countries, its agencies, business entities and

individuals, etc. and to engage in any and all other lawful acts in accordance with all applicable laws and regulations.

C. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or conveniently for any of the purposes of this business, and to purchase, acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified.

D. To borrow or raise money for any purpose of the company and to secure the same and interest thereon or for any other purpose, to mortgage all or any part of the property corporal or incorporeal rights or franchise of the company now owned or hereafter acquired, and to create, issue, draw and accept negotiable instruments, mortgages, bills of exchange, promissory notes or other evidences of obligation.

E. The corporation may engage in any activity or business permitted under the laws of the United States of America and/or any foreign country where it may operate from time to time.

### ARTICLE III

The maximum number of shares of stock of this corporation shall be TWENTY THOUSAND COMMON SHARES (20,000) shares of Common Stock having a par value of ONE DOLLAR EACH (\$1.00) each and to fully be paid and non-assessable, all of which shall become common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors, and such shares of stock shall be issued, sold or transferred in accordance with the By-Laws of the corporation.

## **ARTICLE IV**

The amount of Capital with which the corporation shall begin business shall be **TWENTY THOUSAND DOLLARS (\$20,000.00)**

## **ARTICLE V**

The corporation shall have perpetual existence.

## **ARTICLE VI**

The principal office and resident address of this corporation shall be: 3850 SW 87TH AVENUE SUITE # 308, MIAMI, FL 33165

## **ARTICLE VII**

The resident agent of the corporation shall be:  
VIRGINIA CASTILLO, 1865 79 ST CAUSEWAY #8B NORTH BAY VILLAGE, FL 33141

The Board of Directors, in its discretion, may replace its resident agent at any time, with such replacement to be effective upon notice of such replacement being filed with the Secretary of State of Florida.

## **ARTICLE VIII**

The business and affairs of the corporation shall be conducted by the Board of Directors of not less than one (1) nor more than five (5), in accordance with By-Laws to be adopted by the Board of Directors which are not in conflict with the provisions of these Articles of Incorporation.

## **ARTICLE IX**

The names and addresses of the Officers and the first Board of Directors of this corporation who shall hold office for the first year of its existence, or until their successors are elected and qualified, are as follows:

VIRGINIA CASTILLO	PRESIDENT, TREASURER AND
1865 79TH ST CAUSEWAY	DIRECTOR
NORTH BAY VILLAGE, FLORIDA 33141	

RAFAEL GONZALEZ LABRADA	VICE-PRESIDENT, SECRETARY
6830 SW 128 PL	AND DIRECTOR
MIAMI, FLORIDA 33183	

## ARTICLE X

The names and addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take, and the consideration therefore, the proceeds of which will amount to at least **TWENTY THOUSAND DOLLARS (\$20,000.00)** are as follows:


<u>NAME AND ADDRESSES</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
VIRGINIA CASTILLO 1865 79TH ST CAUSEWAY MIAMI, FLORIDA 33141	9,800	\$ 9,800.00
RAFAEL GONZALEZ LABRADA 6830 SW 128 PL MIAMI, FLORIDA 33183	10,200 <u>20,000</u>	10,200.00 <u>\$20,000.00</u>

In WITNESS WHEREOF, the undersigned subscribe to this Certificate of Incorporation at the City of Miami, Florida, this 27TH day of APRIL A.D. 1998 for the uses and purposes aforesaid.

  
NAME: VIRGINIA CASTILLO

  
NAME: RAFAEL GONZALEZ-LABRADA

I, the undersigned, herein accept the appointment as Registered Agent.

  
NAME : VIRGINIA CASTILLO  
ADDRESS: 1865 79TH ST CAUSEWAY  
NORTH BAY VILLAGE, FL 33141

# **CERTIFICATE OF DESIGNATION**

## **REGISTERED AGENT/REGISTERED OFFICE**

Persuant to the provisions of Section 607.0501 of the Florida Statutes, undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

V & R PROFESSIONAL SERVICES CORP.

2. The name and address of the registered agent and office is:

VIRGINIA CASTILLO  
1865 79TH ST CAUSEWAY # 8B  
NORTH BAY VILLAGE, FL 33141

SIGNATURE \_\_\_\_\_

*Virginia Castillo*  
(CORPORATE OFFICER)-

TITLE: PRESIDENT

DATE: APRIL 27TH 1998

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.

SIGNATURE \_\_\_\_\_

DATE: APRIL 27 1998

REGISTERED AGENT FILING FEE: \$35.00

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