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DIVISION OF CORPORATIONS

98 APR 30 PM 2:28

TOCA & COMPANY  
5725 SW 77TH TERRACE  
MIAMI FL 33143

City/State/Zip

Phone #

100002506821--3

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Office Use Only

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

1. Germa Consultants, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
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(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

D. BROWN MAY - 1 1998

**ARTICLE OF INCORPORATION**  
**OF**  
**FERMA CONSULTANTS, INC.**

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

**ARTICLE I.**

**NAME**

The name of the corporation shall be FERMA CONSULTANTS, INC. The principal office of the Corporation shall be located at 747 CATALONIA AVENUE., CORAL GABLES, FLORIDA 33134.

**ARTICLE II.**

**PURPOSES**

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE III.**

**CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time five thousand (5000) shares of common stock, having a nominal or par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00.

**ARTICLE IV.**

**TERM**

This corporation shall have perpetual existence.

**ARTICLE V.**

**REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for this corporation shall be Marcos A. Perez and the Registered Office shall be located at 747 Catalonia Avenue., Coral Gables, Florida 33134, or at such other place as the Board of Directors shall, from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

**ARTICLE VI.**

**DIRECTORS**

This corporation shall have not less than 1 nor more than 9 directors, as set forth in the by-laws. The names and street addresses of the first board of directors of this corporation who, subject to these Articles of Incorporation, by-laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
Marcos A. Perez	747 Catalonia Avenue Coral Gables, Florida 33134
Fernando Pezo-Silva	5775 Blue Lagoon Dr. #101 Miami, Florida 33126

**ARTICLE VII.**

**SUBSCRIBER**

The name and street address of the subscriber of these Articles of Incorporation is:

Ferma Consultants, Inc.  
747 Catalonia Avenue  
Coral Gables, Florida 33134

**ARTICLE VIII.**

**SPECIAL PROVISIO**

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the by-laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall be given to all shareholders, as required by law or in the by-laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the share holders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county, or nation, or with any private organization, corporation, person, or persons.

Nothing in this Article shall be construed to allow any act of the board of directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the by-laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the by-laws, by that vote.

#### **ARTICLE IX.**

#### **INSPECTION OF BOOKS AND RECORDS**

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of the shareholders; and no shareholder shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

#### **ARTICLE X.**

##### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

#### **ARTICLE XI.**

##### **TELEPHONE MEETING AUTHORIZED**

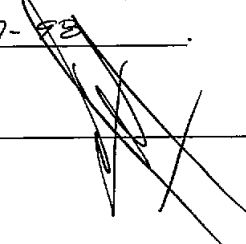
Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear by all other persons, is used.

#### **ARTICLE XII.**

##### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

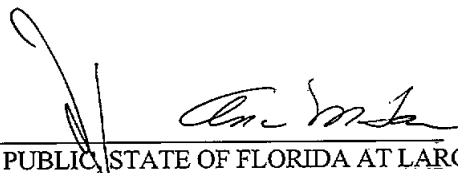
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 4-27-98.

  
\_\_\_\_\_  
(SEAL)

STATE OF FLORIDA        )  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, this day personally appeared Marcos A. Perez, to me known to be the individual described in and who executed the foregoing Articles of Incorporation of FERMA CONSULTANTS, INC., and that she acknowledged before me that she signed and executed same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this April 28 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



My Commission # CC716239 EXPIRES  
March 22, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE ACCEPTING DESIGNATION**

AS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 30 PM 2:29

**REGISTERED AGENT**

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I HEREBY CERTIFY that I have accepted the designation as Registered Agent of

**FERMA CONSULTANTS, INC.**

and agree to serve as its agent to accept service of process within this State as its Registered Office.

  
\_\_\_\_\_  
(SEAL)