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HAZARDUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

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

1. THE INSTITUTE, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

☒ Walk in ☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

98 MAY 15 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98 MAY 15 AM 10:51  
DIVISION OF CORPORATIONS  
RECEIVED

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
THE INSTITUTE, INC.**

**FILED**  
98 MAY 15 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is: THE INSTITUTE, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 60 shares of No par value common stock.

**ARTICLE V - RIGHTS-UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the

assets of the corporation.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Each 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 is offered to others.

**ARTICLE VII - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation is:

**2072 S.W. 57 Court  
Miami, FL 33155**

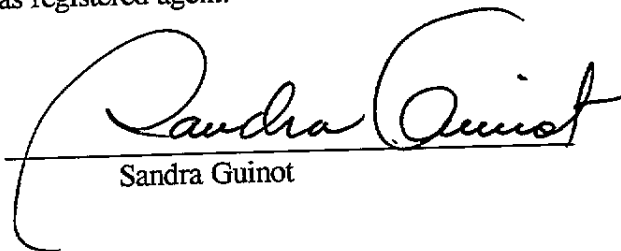
The name of the initial registered agent of this corporation at that address is:

**Sandra Guinot**

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.

Date:

5/11/98

  
Sandra Guinot

### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two ( 2 ) Directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one.

The names of the initial directors of this corporation are as follows:

<b>President</b>	<b>:</b>	<b>Sandra Guinot</b>
<b>Vice-President</b>	<b>:</b>	<b>Judith Urriola</b>
<b>Treasurer</b>	<b>:</b>	<b>Sandra Guinot</b>
<b>Secretary</b>	<b>:</b>	<b>Judith Urriola</b>

### **ARTICLES IX - INCORPORATORS**

The names and addresses of the persons signing these Articles are:

**Sandra Guinot**  
**1500 S.W. 45 Avenue**  
**Miami, FL 33134**

**Judith Urriola**  
**2072 S.W. 57 Court**  
**Miami, FL 33155**

### **ARTICLE X - BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

### **ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

<b>Sandra Guinot</b>	<b>=</b>	<b>30 SHARES</b>
<b>Judith Urriola</b>	<b>=</b>	<b>30 SHARES</b>

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### **ARTICLE XII - CUMULATIVE VOTING**

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### **ARTICLE XIII - CALLING OF SPECIAL MEETINGS**

Special meetings of the shareholders may be called by the Board of Directors.

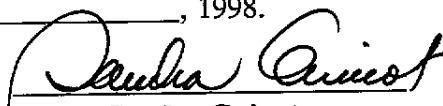
#### **ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING**


Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11 day of May, 1998.

  
Sandra Guinot

  
Judith Urriola

**NOTARY CERTIFICATE**

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared <sup>SANDRA JUDITH</sup> GUINOT and URRIOLA to me known to be the persons described in and who executed the attached ARTICLES OF INCORPORATION and that they acknowledged before me that they executed the same. I relied

upon the following forms of identification of the above named person(s):

( ) Florida Drivers License (✓) Known Personally and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 11 day of  
MAY, 1998.

(Seal)

Phillie Fresen  
Notary Signature

My Commission Expires:



Phillie Fresen  
My Commission CC632515  
Expires April 25, 2001

FILED  
98 MAY 15 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA