OFFICE CORPORATE FILING LAZ (Requestor's Name) 3320 S.W. 87th AVENUE (Address) \*\*\*\*\*78.75 MIAMI, FLORIDA (305)552-5973 (City, State, Zip) LOCAL REPRESENTATIVE TALLAHASSEE OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document #) (Corporation Name) (Document #) (Corporation Name) (Corporation Name) (Document #) Certified Copy Walk in Pick up time Certificate of Status Photocopy Mail out Will wait AMENDMENTS NEW FILINGS Amendment Profit Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Merger Other REGISTRATION! OTHER FILNGS QUALIFICATION. Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other Examiner's Initials

## ARTICLES OF INCORPORATION

OF

# NEGEMSA SERVICES CORPORATION

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 - NAME

The name of the corporation shall be:

### NEGEMSA SERVICES CORPORATION

## ARTICLE 2 - DURATION

The term of existence of the corporation is perpetual.

### ARTICLE 3 - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

## ARTICLE 4 - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100 all of which shall be common shares with no par value.

## ARTICLE 5 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1191 North West 8th St Rd Suite 3 Miami, FL. 33136, and the name of the initial registered agent and registered office is: Porfirio Milla 1191 North West 8th St Rd Suite 3 Miami, Florida 33136

## ARTICLE 6 - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

# ARTICLE 7 - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on January 22, 1999.

# ARTICLE 8 - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Porfirio Milla 1191 North West 8th St Rd Suite 3 Miami, Florida 33136

# ARTICLE 9 - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

### ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of the corporation.

# ARTICLE 11 - SHAREHOLDER ACTION

All of the stockholders of the corporation shall be required for any shareholder action.

### ARTICLE 12 - AMENDMENT OF ARTICLES

The shareholders shall have to power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock.

### ARTICLE 13 - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or another principal officer of said corporation not less than twenty-four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

# ARTICLE 14 - STOCK TRANSFER RESTRICTIONS

- A. A shareholder may not transfer, sell assign, pledge or otherwise dispose of his shares of stock on this corporation until such shares have first been offered to the corporation by written notice. The offer to sell the stock shall be made to the corporation at a negotiable price and said offer shall remain open to the corporation for a period of thirty days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rate proportion of their shares to the total number of outstanding shares less the shares of the offering shareholder. In the event the offer shall not be accepted within thirty days after receipt of the offer by the shareholder, the share may be transferred to the interested outside purchaser at that price.
- B. In the event of the death of any shareholder, the corporation shall have first option to purchase the stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within thirty days after notification by the personal representative of the death of the shareholder. The purchase price shall be the book value of the decedent stock, unless some other value is stipulated in a separate agreement executed by the stockholders and the corporation.

IN WITNESS WHEREOF, I have subscribed my name on January 22, 1999

Shareholder, Incorporator / Registered Agent

Hereby accept the duties and responsibilities as Registered Agent.

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, a Notary public, personally appeared Porfirio Milla, known to me to be the person(s) whose names is(are) subscribed to the within instrument, and acknowledged that he(they) executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Miami, Florida, on January 22, 1999.

NOTARY PUBLIC State of Florida at Large

My Commission Expires:

99 JAN 25' PH 12: 48
SECRETARY OF STATE
TALLAHASSEE FLORIDA