

OFFICE USE ONLY

PARAZUS 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

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-03/18/99--01032--029
*****78.75 *****78.75

OFFICE USE ONLY

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

1. TEXON & ASSOCIATES, 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

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

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DIVISION OF CORPORATION

RECEIVED

Examiner's Initials

CERTIFICATE OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation is TEXON & ASSOCIATES, INC.

ARTICLE II

The general nature of the business and objects and purposes proposed to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

- A) To provide certain corporate advisory and liason services to foreign and domestic corporations desiring establishing commercial relations with other private or public entities.
- B) To act as construction managers and consultants to the various building industries such as but not limited to schools, hospitals, road building, dam and sewage projects, etc. To provide from consulting services to turn key operations on behalf of foreign corporations and/or governments.
- C) To, conduct, carry on, operate and engage in the business of import and export, and to buy, sell, trade or otherwise deal in any and all goods, articles, wares, electronics goods and merchandize commonly handled in such businesses, both as wholesalers and retailers, to install, equip and operate stores for the purpose of selling and distributing any of the above articles; and to operate and conduct warehouse, wholesale plants and each and every facility necessary to furnish such stores and other stores of like character with the necessary products for sale and distribution.
- D) To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever.
- E) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever, and to crate and package all kinds of merchandise.
- F) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may seem capable of being profitably dealt with no connection with any of the said businesses.
- G) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment, or otherwise, sell assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state government, domestic or foreign, and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to, aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of

SECRETARY OF STATE
TALLAHASSEE FLORIDA
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of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

H) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic and foreign corporations, individuals, partnerships, associations, state government or other bodies.

I) To acquire, in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage, or otherwise dispose of, letters, patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyright, trademarks, and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation, in which the corporation may have an interest as a stockholder or otherwise.

J) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business, to secure the same by mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges, or franchises of the corporation, wherever situated, acquired or to be acquired, and to confer upon the holders of any debentures,, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject however, to the provisions of the Article III hereof.

K) To acquire by purchase, subscription or otherwise, and to hold for investment and to own, hold, sell, vote and handle shares of stock in the Corporation.

L) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restriction as to place or amount.

M) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee, or otherwise, and in general, either alone or in

association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purpose and objects set forth in this Certificate of Incorporation or any amendment thereof.

ARTICLE III

CAPITAL STOCK

The amount of the total authorized capital stock of the Corporation shall be Fifty (50) shares of common stock, with nominal or per value of Ten Dollars (\$10.00).

The whole or any part of the capital stock of said corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

ARTICLE IV

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE AND RESIDENT AGENT

The principle place of business of said Corporation is to be located at: 13501 SW 128th Street, Suite 213, Miami, Dade County, Florida, with privilege, however, of having branch offices or places of business at Any other place or places within or without the State of Florida, or in foreign countries.

ARTICLE VII

NUMBER OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than two (2) Directors, who need Not be stockholders.

ARTICLE VIII

DIRECTORS

The names and post office address of the first Board of Directors of the Corporation who, subject to the Provisions of this Certificate of Incorporation and the By-Laws and General Corporation law of the State of Florida shall hold office for the first year of the Corporation's existence, or until their successors are selected and have qualified, are as follows:

President: Dr. Rambenwal Garcia -Pena
Av.Romulo Betancourt
No.251, Santo Domingo-Rep.Dom.

Vice President: Eddie Padilla
611 E. Blanchard
El Paso, Texas 79902

Secretary/Treasurer: Manuel R. Varela
13501 SW 128th Street
Suite 213
Miami, Florida 33186

ARTICLE IX

NAMES AND POST OFFICE ADDRESSES OF SUBSCRIBERS

The names and post office addresses of each subscriber to the Certificate of Incorporation, and a statement of the number of shares of stock which they agree to take are as follows:

Rambenwal Garcia-Pena: Av. Romulo Betancourt No. 251 Santo Domingo-Rep.Dominicana	16.66
Eddie Padilla: 611 Blanchard El Paso, Texas 79902	16.66
Manuel Varela: 13501 SW 128 th , Suite 213 Miami, Florida 33186	16.66

ARTICLE X

SPECIAL CHARTER PROVISIONS

The original incorporators of the Corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof to any other person, or to firms or corporation, who upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the Laws of the State of Florida, and the execution of the necessary instruments of assignment. The number of Directors of the Corporation may be increased or decreased to not less than two (2) as may be provided by the By-Laws.

The By-Laws may prescribe the number of Directors necessary to constitute a quorum of the Board of Directors which number may be less than the majority of the whole Board of Directors. In case of vacancy in the Board of Directors, through death, resignation, disqualification or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of an increase in the numbers of Directors, the additional Directors shall be elected by the affirmative vote of a majority of the Directors then in office. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- A) Subject to the By-Laws, if any, adopted by the stockholders, to make, alter amend or repeal the By-Laws of the Corporation;
- B) If the By-Laws so provide, to designate by resolution two or more of their number to constitute an executive Committee, which committee, to the extent provided in the Resolution or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business, affairs and property of the Corporation during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.
- C) From time to time to determine whether and to what extent and at what time and place and under what conditions and regulations the accounts and books of the Corporation (other than the stock ledger) or any of them shall be open to inspection of stockholders, and no stockholder shall have the right to inspect any

account of document of the Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

The corporation may at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, essential to its corporate business, upon such terms and conditions, or for such other securities of any other corporation or corporations, or for such other considerations as its Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the affirmative vote of the holders of record of at least two thirds of the stock of each class issued and outstanding given at a stockholders meeting duly called for the purpose, or when authorized by the written consent of the holders of record of at least two-thirds of the stock of each class issued and outstanding.

Both stockholders and Directors shall have power, if the By-Laws so provide, to hold their meetings either within or without the State of Florida, to have one or more offices and to keep the books of the Corporation, subject to the provisions of the Laws of the State of Florida, within or without the State of Florida, at such places as may from time to time be designate by the Board of Directors.


No contract or other transactions between the Corporation and any other Corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other Corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or Corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may in anyway interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a Director of such subsidiary or controlled company.

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE MADE AND SUBSCRIBED THIS
CERTIFICATE OF INCORPORATION AT MIAMI, FLORIDA, FOR THE USES AND PURPOSES

AFORESAID, ON THIS 16TH OF MARCH, 1999.

I hereby accept the appointment as Registered Agent and agree to act in this capacity.


MANUEL VARELA
REGISTERED AGENT


RAMBENWAL GARCIA-PENA
PRESIDENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA