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From: Nery C. Toledo, Legal Assistant

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

COMPRADIRECT.COM, INC.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$78.75

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Corporate Filing

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**ARTICLES OF INCORPORATION
OF
COMPRADIRECT.COM, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is **COMPRADIRECT.COM, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is: 801 Brickell Avenue, Suite 900, Miami, Florida 33131. The mailing address of the corporation is c/o Akerman, Senterfitt & Eidson, P.A., One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

**ARTICLE III
CAPITAL STOCK**

The total number of shares which this Corporation is authorized to issue is twenty-five million (25,000,000) shares, of which twenty million (20,000,000) shares shall be common stock, par value \$0.001 per share (the "Common Stock"), and five million (5,000,000) shares shall be preferred stock, par value \$0.001 per share (the "Preferred Stock"). The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

1. **Common Stock.** Subject to the requirements of law, these Articles of Incorporation, as amended from time to time, and the resolution or resolutions of the Board of Directors creating or amending any series of the Preferred Stock, the holders of Common Stock shall (i) in the event of any liquidation, dissolution or other winding up of the Corporation, whether voluntary or involuntary, and after all holders of the Preferred Stock shall have been paid in full the amounts to which they respectively shall be entitled, be entitled to receive all the remaining assets of the Corporation of whatever kind, such assets to be distributed pro rata to the holders of the Common Stock; and (ii) after payment in full of all dividends to which holders of the Preferred Stock shall be entitled, be entitled to receive such dividends as and when the same may be declared from time to time by the Board of Directors out of funds legally available therefor. Except as otherwise required by law and the provisions of these Articles of Incorporation and except as provided by the resolution or resolutions of the Board of Directors creating or amending any series of Preferred Stock, the holders of Common Stock possess full voting power for the election of directors and for all other purposes, and each holder thereof shall be entitled to one vote for each share held of record by such holder on all matters on which shareholders generally are entitled to vote.

2. **Preferred Stock.** The Board of Directors of the Corporation is hereby expressly authorized to issue the shares of Preferred Stock in one or more series and to fix from time to time before issuance the number of shares to be included in any series and the designation,

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relative rights, preferences and limitations of all shares of such series of Preferred Stock. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, without limitation thereto, the determination of any or all of the following, and the shares of each series may vary from the shares of any other series in the following respects: (a) the number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series; (b) the annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate; (c) the redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption; (d) the preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; (e) the voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights; (f) the right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and (g) any other relative rights, preferences and limitations of that series.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's registered agent at that office is: American Information Services, Inc.

**ARTICLE V
INCORPORATOR**

The name and street of the incorporator of the corporation is: Carlos J. Deupi, whose mailing address is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

**ARTICLE VI
INDEMNIFICATION**

To the maximum extent permitted by the Florida Law, the Corporation shall indemnify and advance expenses to any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof.

**ARTICLE VII
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation.


MAY-18-00 03:26PM FROM-AKERMAN SENTERFITT & EIDSON

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 18th day of May, 2000.



Carlos J. Deupi, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **COMPRADIRECT.COM, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 18th day of May, 2000.

American Information Services, Inc.

By: *Nery C. Toledo, Asst. Sec.*
Nery C. Toledo, Assistant Secretary

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