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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 July 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL. 32399

Dear Sir/Madam:

Enclosed is an original and one copy of the subject proposed Articles of Incorporation for *Artdecord Engineering, Inc.*, along with a check for \$78.75 to cover the processing costs.

Sincerely,



Ricardo R. Matos, Subscriber

1208 Andes Drive
Winter Springs, FL 32708

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**ARTICLES OF INCORPORATION
OF
ARTDECORD ENGINEERING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of this corporation shall be *Artdecord Engineering, Inc.*

ARTICLE II INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and street address of the initial registered office of the Corporation in the State of Florida shall be as follows:

Ricardo Matos
1208 Andes Drive
Winter Springs, FL 32708

ARTICLE III PURPOSE

The nature of the business and object and purposes to be transacted, promoted and carried on for pecuniary profit, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might do or could do in any part of the world, viz: the purpose of the corporation is to engage in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV DURATION

This corporation shall have perpetual existence unless dissolved according to law commencing on the date all fees are paid and these subject Articles of Incorporation are filed by the Secretary of State.

ARTICLE V POWERS

In order to carry out the object and purposes above related in Article THREE, and in addition to, but not in limitation of, all powers accorded by the General Corporation law of the State of Florida, the corporation shall have the power to:

- a) sue and be sued in any court, and appear in any judicial or administrative proceedings for the assertion or protection of its interests;
- b) have a corporate seal;
- c) hold, purchase, convey and otherwise deal in or with movable and immovable property, that is, personal and real property, and any interest therein, within and without the State of Florida, and mortgage or lease any such property or interest therein, with its franchises, within the limits permitted by law;
- d) apply for, acquire, hold, use, sell, mortgage, license and otherwise deal in or with letters, patents of the United States or any foreign nation, and all patent rights, licenses, privileges, inventions, improvements, processes, trademarks and tradenames relating to or useful in connection with any business carried on by it;
- e) appoint such officers and agents as the corporation may require, allow them suitable compensation, and remove them at the pleasure of the corporation;
- f) guarantee third party obligations, whether natural or legal person;
- g) make by-laws for the internal government of the corporation with power to alter, amend, or repeal any of them from time to time
- h) dissolve itself, or to be dissolved in the manner provided by law;
- i) conduct business within and without the State of Florida and maintain branch offices within and without the State of Florida;
- j) acquire in any manner, dispose of in any manner, guarantee, and otherwise deal with the shares of capital stock or instruments of obligation of any other corporation, domestic or foreign, and while the owner or holder thereof exercises all rights, powers and privileges relating thereto;
- k) acquire in any manner, dispose of in any manner, and otherwise deal with the whole or any part of the property, goodwill, franchise, business and assets of every type and nature, of any judicial or natural person, for the use and business of this corporation; and to guarantee, assume, undertake and pay the indebtedness and liabilities thereof;
- l) organize and operate wholly or partly owned or controlled subsidiary corporations or other forms of business enterprise;

- m) purchase, hold, sell, transfer, and reissue shares of its own capital stock;
- n) enter into contracts of every kind and nature;
- o) invest the funds and assets of the corporation in any manner deemed to be for its benefit, within the limitations of the law;
- p) loan and advance money for purposes related to the business of the corporation, within the limitations of the law;
- q) borrow or raise funds for the use of the corporation upon such security as may be necessary, and for such purposes execute, issue and deliver security of instruments of obligation of any kind or nature;
- r) to secure the payment of any obligation, or in payment for property of any nature or otherwise acquired, or for any other lawful consideration or purpose, issue and deliver capital stock, instruments or obligations, or other securities of the corporation;
- s) consolidate with or merge into any one or more corporations, domestic or foreign, forming a single corporation which may be one of the constituent corporations, or a new corporation; have one or more corporations consolidated with or merge into it, and carry on the business of the corporation after such consolidation or merger;
- t) carry on its business activities for itself, or for the account of others or through others for its own account, and conduct any other business which may be deemed by it, directly or indirectly, to promote the interest and welfare of the corporation, or to enhance the value of its property, business, or rights;
- u) do everything and anything necessary for the conduct of the business of the corporation, or which may be calculated, directly or indirectly, to promote in this article not being intended as a waiver or limitation of the powers and rights accorded to the corporation by the laws of the State of Florida now or hereafter in force.

ARTICLE VI CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock at \$1.00 par value for a total authorized capital of \$10,000.

The minimum amount of capital with which the corporation will commence business is \$300.

ARTICLE VII INCORPORATORS

The name and address of the incorporator signing these articles of incorporation is shown below.

<u>Name</u>	<u>Address</u>
Mr. Ricardo R. Matos	1208 Andes Dr. Winter Springs, FL 32708

ARTICLE VIII MANAGEMENT

- a) Until the election of the Board of Directors, the Incorporator shall direct the affairs and organizations of the corporation, and may take all steps that may be proper to perfect such organization, including the election of directors. Thereafter, the business and affairs of the corporation shall be managed by its Board of Directors whose number (which shall not be less than two) and manner of election shall be determined by the *by-laws* of the corporation. The Directors need not be Stockholders, and shall hold office from the time of their election of qualification until their successors shall have been elected and qualified. A majority of Directors shall constitute a quorum for the transaction of business, except that the by-laws may provide that not less than one-third (1/3) of the total number of Directors, and in no event fewer than two Directors may constitute quorum.
- b) The Board of Directors may, by Resolution adopted by a majority of the whole Board, designate one or more committees, to consist of two (2) or more Directors which shall to the extent that may be designated in the Resolution, or in the by-laws, have and may exercise the powers of the Board of Directors (other than the power to remove or elect Statutory Officers) in the management of the business and affairs of the corporation, and may authorize the use of the seals to the corporation whenever necessary.
- c) Meetings of the Board of Directors may be held outside of the State of Florida.
- d) The Officers of the corporation shall be the President, Vice President, Treasurer, and Secretary, who shall be chosen by the Directors and who shall hold office until their successors are chosen and qualified. The President shall be chosen from among the Directors. Any two officers (other than President and Secretary) may be held by the same person. The corporation may have such Officers and Agents as are appropriate, who shall be chosen in such manner and hold their offices for such terms and upon such conditions as may be prescribed by the by-laws or determined by the Board of Directors. The Board of Directors may delegate to any person within the corporation the power to select, appoint, employ, discharge, and fix the terms and conditions of employment and salaries or compensation of any person not holding corporate office.

ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder of this corporation shall have the right to purchase shares of the same kind, class or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any stockholder who does not exercise it and pay for the shares pre-empted within 30 days of receipt of a notice in writing from the corporation.

ARTICLE X SPECIAL PROVISION

It is the intend of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as an S Corporation.

ARTICLE XI BY-LAWS

The incorporators, or, if they do not get in this regard, then the first Board of Directors, shall adopt *by-laws* for the internal government and management of the corporation. Thereafter, the power to make, alter, or repeal the by-laws shall be vested in the Directors, subject to the statutory power of the Stockholders to alter or repeal the by-laws so made.

ARTICLE XII MEETINGS

The general meeting of Stockholders of the corporation shall be held annually at the principal office of the corporation, on a date to be established in the by-laws. The general meeting of the Board of Directors shall be held at such periods as may be established in the by-laws. General and special meetings of the Board of Directors, and special meetings of Stockholders, may also be provided for in the by-laws.

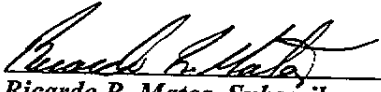
ARTICLE XIII RESERVES

The Shareholders or the Directors may set apart any of the funds of the corporation available for dividends, for the establishment of a reserve or reserves funds as they may deem advisable for any proper purpose. They shall also have the power to abolish such reserve in the manner in which they were created.

ARTICLE XIV AMMENDMENT OF ARTICLES

The power to adopt, alter or amend or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Florida corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 15 day of July 2002.



Ricardo R. Matos, Subscriber

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That *Artdecord Engineering, Inc.* desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5840 Red Bug Lare Rd., PMB-425, Winter Springs, FL 32708, has named as its agent to accept service of process within Florida as being Mr. Ricardo R. Matos.



Ricardo R. Matos

Having been named to accept service of process for the above named corporation at the place designated in this certicate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Ricardo R. Matos