

Florida Department of State

Division of Corporations Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000227148 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)634-3694 Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

genesis international corp.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

D. WHITE NOV 2 2 2002

Department of State 11/19/2002 7:40 PAGE 1/1 PAGE 1/1



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 19, 2002

EMPIRE

SUBJECT: GENESIS INTERNATIONAL CORP.

REF: W02000032877

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6995.

Wanda Cunningham Document Specialist New Filing Section FAX Aud. #: H02000227148 Letter Number: 502A00062409



H0200027148

02 NOV 22 PM 2: 45



ARTICLES OF INCORPORATION

OF

GENESIS GLOBAL INC.

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

I. NAME

The name of this corporation is:

GENESIS GLOBAL INC.

II. DURATION

The period of duration is perpetual.

III. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV. CAPITAL STOCK

The corporation is authorized to issue 7500 shares, all of one class at \$1.00 par value.

V. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Alejandro Zylberglait 19101 Mystic Pointe Drive, Suite 703 Aventura, Florida 33180

Prepared by: David M. Scheinman, C.P.A., P.A. 10691 North Kendall Drive, #210 Miami, Florida 33176 (305) 596-0805

H0700000071148

£0.93

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

Alejandro Zylberglait 19101 Mystic Pointe Drive, Suite 703 Aventura, Florida 33180

The initial registered office and principal place of business shall be:

19101 Mystic Pointe Drive, Suite 703 Aventura, Florida 33180

VII. INCORPORATOR

The name of and address of the Incorporators signing these Articles of Incorporation is:

Alejandro Zylbergiait 19101 Mystic Pointe Drive, Suite 703 Aventura, Florida 33180

VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. AMENDMENT OF ARTICLES

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.

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

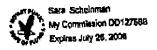
XIV. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), 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 to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS	WHEREOF,	the undersign	ed incorporat	tor has execute	d these Articles of
Incorporation	this _ 3 11 of	day of 770	ringen	200,2	



Alejandro Zylberglait

HO20002714840V22 PM 2:45

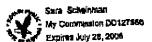
STATE OF FLORIDA

SS:

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared <u>Aleiandro Zylberglait</u> and to me known to be the person who executed the foregoing Articles of incorporation, and acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3 day of



Notary Public

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That GENESIS GLOBAL INC.

desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named as its agent to accept service within this state,

Alejandro Zylberglait located at:

19101 Mystic Pointe Drive, Suite 703 Aventura, Florida 33180

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to not in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Alejandro Zylbergiait

Resident Agent

H0200077148