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FLORIDA PROFIT CORPORATION OR P.A.

genesis international corp.

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 19, 2002

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SUBJECT: GENESIS INTERNATIONAL CORP.  
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**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 Zylbergait  
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

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## 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 Zylbergfalt  
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 Zylbergfalt  
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 undersigned incorporator has executed these Articles of Incorporation this 3<sup>rd</sup> day of November 2002



Sara Schelman  
My Commission DD127588  
Expires July 26, 2006

Alejandro Zylberglait 11/3/02

