

Division of Corporations

Page

**P03000098142**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : KALKAS BUSINESS SERVICES  
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Phone : (305) 577-9716  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Bic Digital, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	03
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9-9-03

H03000269007

ARTICLES OF INCORPORATION OF

Bic Digital, Inc.

\_\_\_\_\_  
(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

Bic Digital, Inc.

with the principal place of business located at:

16333 SW 103 Terrace  
Miami, FL 33196

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ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock of no par value each share.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

245 SE 1<sup>st</sup> Street, Suite 311  
Miami, FL 33131

The name of the Initial Registered Agent of this corporation is:

Martti Kalkas

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ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is:

Sandro Ricardo Paula Alves, President  
16333 SW 103 Terrace  
Miami, FL 33196

Lecio P de Alencar, Director  
16333 SW 103 Terrace  
Miami, FL 33196

ARTICLE VI - INCORPORATORS

The name of and address of the person signing this article is:

Sandro Ricardo Paula Alves  
16333 SW 103 Terrace  
Miami, FL 33196

ARTICLE VII - INDEMNIFICATION

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

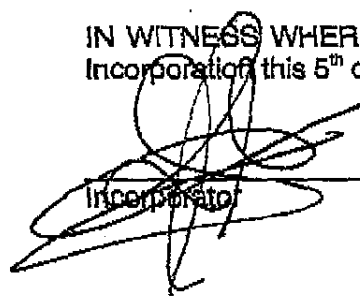
ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of September 2003.

  
\_\_\_\_\_  
Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the Bic Digital, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

Martti Kalkas  
245 SE 1<sup>st</sup> Street, Suite 311  
Miami, FL 33131

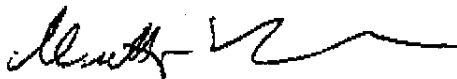
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the

Bic Digital, Inc.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 5<sup>th</sup> day of September 2003.



Registered Agent

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