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05 AUG -9 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/9/05  
Blk  
W05-36508

LAW OFFICES OF  
**LANCE JOSEPH ESQ. P.A.**  
THE MARCUS CENTER  
9990 S.W. 77th Avenue  
Penthouse 9  
MIAMI, FLORIDA, 33156  
305/ 596-6110

FAX TO: 305/ 596-6140

July 26<sup>th</sup> 2005

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
P.O. Box 6327  
Tallahassee, FL. 32399

Att: New corporate filings

To whom it may concern:

Please find enclosed the filing fee of \$78.75 per corporation, plus an original and one copy of the Articles of Incorporation for the following corporations:

**BACUS, Inc.**

Please return the recorded copy to the address printed above. Thank you in advance for your assistance.

Sincerely,

Lance Joseph



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 2, 2005

LANCE JOSEPH ESQ. P.A.  
9990 SW 77TH AVE.  
PENTHOUSE 9  
MIAMI, FL 33156

SUBJECT: BACUS INC.  
Ref. Number: W05000036508

We have received your document for BACUS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6840.

Bruce W Kitchens  
Document Specialist  
New Filings Section

Letter Number: 305A00049860

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

05 AUG -9 PM 12: 00

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**ARTICLES OF INCORPORATION  
FOR  
BACUS INC.**

FILED  
05 AUG -9 PM 2: 46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE- NAME OF CORPORATION**

The name of the Corporation is:

**BACUS INC.**

**ARTICLE TWO- DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these *Articles of Incorporation with the Department of State.*

**ARTICLE THREE- PURPOSE**

This corporation is organized for the purpose of conduction any lawful business enterprise.

**ARTICLE FOUR- CAPITAL STOCK**

This corporation is authorized to issue **100 shares** of **\$1.00** par value common stock which shall be designated "Common Shares".

**ARTICLE FIVE- PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase their pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which it is offered to others.

**ARTICLE SIX- STREET ADDRESS OF CORPORATION**

The Initial street address of this corporation is:

**260 Crandon Blvd, Unit # 21, Key Biscayne, FL. 33149**

**ARTICLE SEVEN- INITIAL BOARD OF DIRECTORS**

This corporation shall have **one(1)** Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time according to the By-laws. The name and address of the initial Board of Directors of this corporation is:

Pres./Sec/Treas./Dir.:

**Flavio Manzoni, 260 Crandon Blvd, Unit # 21, Key Biscayne, FL. 33149**

**ARTICLE EIGHT- INCORPORATOR**

The name and address of the person(s) signing these Articles of Incorporation is/are:

**Flavio Manzoni, 260 Crandon Blvd, Unit # 21, Key Biscayne, FL. 33149**

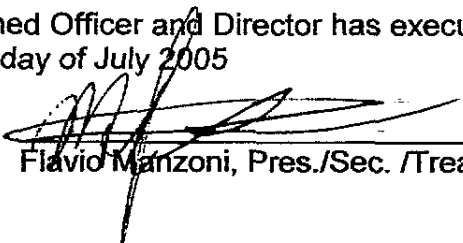
**ARTICLE NINE- INDEMNIFICATION**

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

**ARTICLE TEN- AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained In these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS THEREOF**, the undersigned Officer and Director has executed these Articles of Incorporation this 26<sup>th</sup> day of July 2005

  
Flavio Manzoni, Pres./Sec. /Treas/Dir

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

**BEFORE ME**, the undersigned Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Flavio Manzoni ( ) known to me personally or (x) identified by paper and he acknowledged before me that he executed these Articles of Incorporation.

  
\_\_\_\_\_  
Notary Public, State of Florida at large

My commission expires:



**Lance Joseph**  
Commission # DD383964  
Expires February 20, 2009  
Bonded Title Plan - Insurance, Inc. 800-968-7018

FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR: 46**  
**DOMICILE FOR THE SERVICE OF PROCESS WITHIN**  
**THIS STATE. NAMING AGENT UPON WHOM SERVICE** STATE  
**MAY BE SERVED.** TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the following is submitted:

**Bacus Inc.**, under the laws of the State of Florida, has

named:

**LANCE JOSEPH P.A., 9990 SW 77<sup>th</sup> Ave. PH-9, Miami, FL. 33156**

as its statutory Registered Agent. Having been named the statutory Registered Agent of the above-named corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
By: Lance Joseph, President

Dated this 26<sup>th</sup> day of July 2005