

TRANSMITTAL LETTER

*897000287/43*

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

SUBJECT: ARTICLE OF INCORPORATION - The Kinetic Group, INC.

I enclose an original and 2 copies of the Articles of Incorporation for the above corporation and a check in the amount of \$131.25 (Filing fee, Certified Copy and Certificate).

SIGNED: *Maria I. Cadenas*

From:

MARIA I. CADENAS

7487 SW 82 STREET, C-209

MIAMI, FL. 33143

TELEPHONE - 305-665-4730

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*[Signature]*  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAR 25 AM 8:44

FILED

**ARTICLES OF INCORPORATION**

**OF**

**The Kinetic Group, Inc.**

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**ARTICLE I - NAME**

The name of the corporation shall be: The Kinetic Group, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be:, 100 Lincoln Road #1231, MIAMI BEACH, FL. 33139.

**ARTICLE III - DURATION**

This Corporation shall exist in perpetuity.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

**ARTICLE V - CAPITAL STOCK**

The number of shares of stock, designated as Common Shares, that this corporation is authorized to issue and have outstanding at any one time is:  
1,000

**ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

MARIA I. CADENAS, 7487 SW 82 STREET, C-209, MIAMI, FL. 33143

**ARTICLE VII - 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 bylaws, but shall never be less than one (1).

The names and address of the initial director of this corporation is:

José Enrique Suarez-Marill, President/Secretary  
100 Lincoln Road, #1231, MIAMI BEACH, FL. 33139

**ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

José Enrique Suarez-Marill, President/Secretary  
100 Lincoln Road, #1231, MIAMI BEACH, FL. 33139

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors

**ARTICLE X - POWERS**

This corporation shall have all of the powers enumerated in the Florida Business Corporation Act.

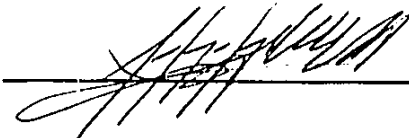
**ARTICLE XI - INDEMNIFICATION**

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

**ARTICLE XII - AMENDMENT**

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 provision.

The undersigned has executed these Articles of Incorporation this  
24 day of MARCH 1997.

  
\_\_\_\_\_, Incorporator

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.051, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: The Kinetic Group, INC.
2. The name and address of the registered agent and office is:

MARIA I. CADENAS, 7487 SW 82 STREET, C-209, MIAMI, FL. 33143

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

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