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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

EZPace.com, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

EZPace.com, Inc.

EFFECTIVE DATE

01-04-00

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: EZPace.com, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The main purpose of the corporation is to provide internet services to professionals.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, of the same kind, class or series as that which he/she already holds,

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shall have the right to purchase his/her pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation and its principal place of business is:

Barbara Areces

1451 Trillo Avenue

Coral Gables, Florida 33146

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially who shall serve until their successor(s), if any, are selected at the shareholders' annual meeting. If and when so permanently constituted, the number of directors of the this corporation may be increased or decreased from time to time in the by-laws but shall never be less than one. The name and address of the initial Director of this corporation is:

Barbara Areces

1451 Trillo Avenue

Coral Gables, Florida 33146

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ARTICLE VIII. INITIAL OFFICERS

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

President/Secretary/Treasurer: Barbara Areces

1451 Trillo Avenue

Coral Gables, FL 33146

ARTICLE IX. INCORPORATORS

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

Barbara Areces

1451 Trillo Avenue

Coral Gables, Florida 33146

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

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ARTICLE XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of the shareholders. Additionally, the business affairs of this corporation shall be managed under the direction of the shareholders.

ARTICLE XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

ARTICLE XIV. INDEMNIFICATION

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

ARTICLE XV. AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of January, 2000.

WITNESS

Maria Rivera
Gregorio Cruz

Barbara Areces
BARBARA ARECES

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared BARBARA ARECES, to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of January, 2000.

My commission expires:

Scrava Ziyad
NOTARY PUBLIC
State of Florida at Large

NOTARY PUBLIC - STATE OF FLORIDA
SCRAYA ZIYAD
COMMISSION # CC834726
EXPIRES 5/28/2003
BONDED THRU ASA 1-888-NOTARY1

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ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted in compliance with said Act:

That EZPace.com, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Coral Gables, Dade County, Florida, has named Barbara Areces, 1451 Trillo Avenue, Coral Gables, Florida 33146, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Barbara Areces
INCORPORATOR

Barbara Areces
REGISTERED AGENT

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