

Charter Number Only

VERIFICATION ONLY

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*****78.75 *****78.75

CORPORATION(S) NAME

EDIS, INC.

FILED RECEIVED
00 JAN 11 AM 11:55
DEPT. OF STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



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<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
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W-845

CERTIFIED COPY



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 11, 2000

EMPIRE

MIAMI, FL

SUBJECT: EDIS, INC.
Ref. Number: W00000000845

We have received your document for EDIS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 500A00001423

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 14 AM 11:02

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00 JAN 14 AM 11:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ISED, INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is: **ISED, INC.**

ARTICLE II

This corporation shall have perpetual existence beginning on date of incorporation.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be **100** shares of common stock, with a par value of **\$1.00** per share.

ARTICLE V

The street address of the initial principal office of this corporation shall be: **1333 West 49th Place, Apt. #511, Hialeah, Florida, 33012** or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The name of the initial registered agent of this corporation shall be: **EDELFDIO N. VALDES**, whose address shall be the address of the registered office of this corporation.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 2 and not more than 5, as shall from time to time be designated in the By-Laws of

this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The names and street addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

DIRECTORS

<u>Names</u>	<u>Addresses</u>
EDELFDIO N. VALDES	1333 W. 49th Place, #511 Hialeah, Florida 33012
ISABEL FERNANDEZ	1333 W. 49th Place, #511 Hialeah, Florida 33012

ARTICLE IX

The names and street addresses of each incorporator of this corporation is:

EDELFDIO N. VALDES	1333 W. 49th Place, #511 Hialeah, Florida 33012
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ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the stockholders or the directors at any regular or duly scheduled special meeting.

ARTICLE XI

This corporation shall have, in addition to a President, Vice-President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the

Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIII

Every person who now is or hereafter shall become a director of this corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceeding, of whatever nature, to which he is or shall be made a party by reason of his being or having been a director of the corporation (whether or not he is a director of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him as such director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE XIV

This corporation elects to have preemptive rights. The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 12th day of January, 2000.

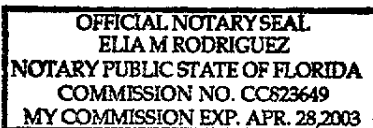


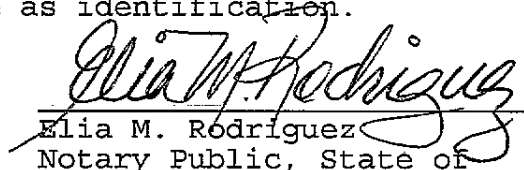
EDELFDIO N. VALDES
Subscriber

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

The foregoing instrument was acknowledged before me this 12th day of January, 2000 by **Edelfidio N. Valdes**, who has produced a State of Florida driver's license as identification.

My Commission Expires:





Elia M. Rodriguez
Notary Public, State of
Florida at Large.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That **ISED, INC.**, desiring to organize under the laws of the State of Florida, and with its principal registered office, as indicated in the Articles of Incorporation, at the City of Hialeah, County of Miami-Dade, State of Florida, has named **ISABEL FERNANDEZ**, located at 1333 W. 49th Place, #511, at the City of Hialeah, County of Miami-Dade, State of Florida, 33012 as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

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



ISABEL FERNANDEZ
Registered Agent

FILED
00 JAN 14 AM 11:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA