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FILED
MAR -6 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
3-3-00

SUBJECT: MAGNA ENTERPRISES B2B, INC.
(Proposed corporate name - must include suffix)

200003159532--3
-03/06/00--01161--003
*****90.50 *****87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$90.50

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$90.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

For 3 pages over 8.

FROM: EDGAR CASTRILLO
Name (Printed or typed)

7440 S.W. 50TH TERRACE, SUITE 104
Address

MIAMI, FLORIDA 33155
City, State & Zip

(305) 668-7884
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

3-10
WOC

**ARTICLES OF INCORPORATION
OF
MAGNA ENTERPRISES B2B, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
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KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, on this day has voluntarily decided to form a corporation under the laws of the State of Florida, and does hereby certify that:

ARTICLE I: The name of this corporation is:

Magna Enterprises B2B, Inc.

ARTICLE II: The initial principal place of business and mailing address of this corporation is:

7440 S.W. 50TH TERRACE, SUITE 104

MIAMI, FLORIDA 33155

ARTICLE III: The purposes for which this corporation is formed are:

(A) The specific business in which the corporation is primarily to engage in is sales by electronic business to business commerce and by other marketing methods as may be deemed applicable for the selling outside the United States of America and within the United States of America, either as principal or agent, of United States and foreign manufactured merchandise, aviation products, industrial machinery, equipment, instruments, and any other

products and services that may be deemed profitable by the corporation.

(B) To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade in and deal with goods, wares and merchandise and supplies and all other personal property of every class and description.

(C) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings, and any and all other property of every kind or description, real or personal and mixed, and wheresoever situated, either in Florida, other states of the United States, the District of Columbia, territories and colonies of the United States or foreign countries.

(D) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (1) by purchasing of the assets thereof wholly or in part,

(2) by acquisition of the shares or any part thereof, or (3) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(E) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(F) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(G) To become a partner (either general or limited, or both) and to enter into agreements of partnership, joint venture, or other arrangements for sharing profits and otherwise participating in any enterprise, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(H) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation, or other public body, may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect, and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(I) To subscribe, or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities,

obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units of interest in, or in respect of, any trust estate now or hereafter existing, and whether created by the laws of the State of Florida or of any other state, territory or county; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owner of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(J) To promote, or to aid in any manner financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held, directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(K) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(L) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Florida as the same are now in force, or may be hereafter amended.

(M) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of and, generally, to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein and, in general, products of the earth and deposits, both subsoil and surface, of every nature and description.

(N) To carry on any business whatsoever, either as principal or as agent, or both, or as a partnership, which this corporation may deem proper

or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state and other states; in the District of Columbia, in the territories and colonies of the United States, and in foreign countries.

(O) To have and to exercise all the powers conferred by the laws of Florida upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE IV: The authorized shares of stock are as follows:

(A) This corporation is authorized to issue only one class of shares of stock. The total number of said shares shall be twenty thousand. The aggregate par value of all of said shares shall be Twenty Thousand Dollars (\$20,000), and the par value of each of said shares shall be One Dollar (\$1.00).

(B) Each shareholder of this corporation shall be entitled to full preemptive or preferential rights, as such rights are defined by law, to subscribe for or purchase his proportional part of any shares or securities which may be issued at any time by this corporation.

(C) Before there can be a valid sale or transfer of any of the shares of this corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

(1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of this corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within thirty (30) days thereafter, this corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice, provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should this corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of this corporation shall, within five days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder

to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of this corporation. Within twenty (20) days after the mailing or delivering of the copies of the notice to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

(2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all the shareholders desiring to purchase the shares.

(3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares

which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

(4) If within said fifty-five (55) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever, provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

ARTICLE V: Initial Officers and Directors.

(A) The name and address of the person appointed to act as first Director and Officer of this corporation are:

Edgar Castrillo, Director, President and Secretary
7440 S.W. 50th Terrace, Suite 104
Miami, Florida 33155

(B) The number of Directors may be increased from time to time by amendment to these Articles of Incorporation.

ARTICLE VI: The registered agent for this corporation:

In compliance with Florida Statutes, the following person has been named as registered agent for this corporation; and by his signature does hereby accept designation as registered agent and to comply with said statutes.

Edgar Castrillo

7440 S.W. 50th Terrace, Suite 104,

Miami, Florida 33155

Date: March 3, 2000


Edgar Castrillo

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ARTICLE VII: The name and address of the Incorporator

are:

Edgar Castrillo

7440 S.W. 50th Terrace, Suite 104

Miami, Florida 33155

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this corporation, including the person named hereinabove as the first Director of this corporation, has executed these Articles of Incorporation this 3rd day of March, 2000. The effective date of incorporation shall be this 3rd day of March, 2000.


Edgar Castrillo