

# P00000031487

GUILLERMO PESANT, P.A.  
Professional Association  
Attorney at Law  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134-3343

Telephone (305)445-5351

Facsimile (305)443-6023

March 14, 2000

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 33201

600003183286--2  
-03/24/00--01079--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: DME AMERICA.COM, INC.

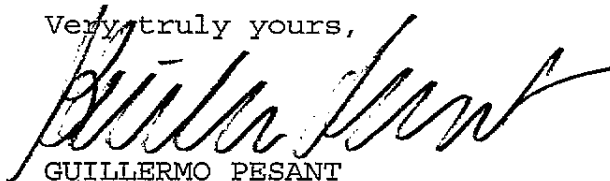
Gentlemen:

Enclosed are the following:

1. Original and copy of the articles of incorporation of the above referenced corporation.
2. Duly executed registered agent form.
3. Check to cover your fees.

Thank you for your kind attention to this matter.

Very truly yours,



GUILLERMO PESANT

GP:mh

Enclosures

FILED  
00 MAR 24 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-29  
KC

**ARTICLES OF INCORPORATION**

**OF**

**DME AMERICA.COM, INC.**

FILED  
00 MAR 24 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**Article 1. Name**

The name of this corporation is **DME AMERICA.COM, INC.**

**Article 2. Principal Office**

The principal office and the mailing address of the corporation is:

600 NE 36<sup>TH</sup> Street, Suite 1621  
Miami, Florida 33137

**Article 2. Duration**

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**Article 3. Purpose**

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

**Article 4. Capital Stock**

The corporation is authorized to issue Ten Million (10,000,000.) shares at Five (\$5) Dollars par value.

**Article 5. Initial Registered Office and Agent**

The name and address of the initial registered agent and office of this corporation is as follows:

**MARIO MIRABAL  
600 NE 36<sup>TH</sup> Street, Suite 1621  
Miami, Florida 33137**

**Article 6. Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

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

**MARIO MIRABAL  
600 NE 36<sup>TH</sup> Street, Suite 1621  
Miami, Florida 33137**

**Article 7. Incorporator**

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

**MARIO MIRABAL  
600 NE 36<sup>TH</sup> Street, Suite 1621  
Miami, Florida 33137**

**Article 8. Amendment of Articles**

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 subject to this reservation.

#### **Article 9. Pre-emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **Article 10. Removal of Directors**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

#### **Article 11. Indemnification**

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### **Article 12. Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 14th day of March, 2000.

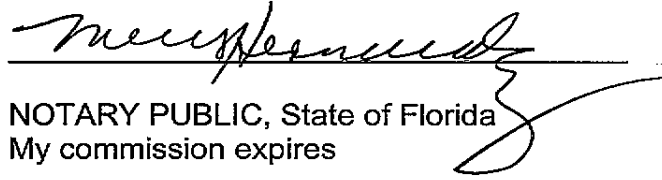
  
\_\_\_\_\_  
**Mario Mirabal**

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

BEFORE ME, the undersigned authority, personally appeared, Mario Mirabal, to me known to be the person, who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

SWORN TO AND SUBSCRIBED before me on this 14th day of March, 2000.



  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
My commission expires

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE AND DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

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

DME America.Com, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Mario Mirabal located at 600 NE 36<sup>th</sup> Street, Suite 1621, Miami, Florida 33137, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above named Corporation, at the 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 said office open.



---

**Mario Mirabal**  
Registered Agent

FILED  
00 MAR 24 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FL 00001