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THE SOTO LAW GROUP, P.A.

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April 10, 2000

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-04/17/00-01085-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

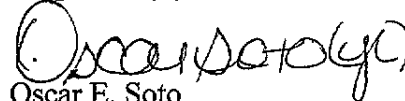
Re: Incorporation of BuildersKISS.Com., Inc.

To whom it may concern,

Enclosed please find a check in the amount of \$78.75 representing the filing fee for the enclosed Articles of Incorporation of BuildersKISS.Com., Inc.

If you have any questions, please let me know.

Respectfully yours,



Oscar E. Soto  
For the firm

OES/yr

cc: Van Saliba

FILED  
00 APR 17 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN APR 20 2000

ARTICLES OF INCORPORATION  
OF  
**BuildersKISS.com, Inc.**

**FILED**  
00 APR 17 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **BuildersKISS.com, Inc.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. 500 shares shall be of a voting class, designated as common "A" and 500 shares shall be of a non-voting class, designated as Common "B".

ARTICLE IV

Each holder of common shares class "A" shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares "A" shall have unlimited voting rights and along with holders of common shares "B" the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder entitled to vote shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued

shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

## ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders entitled to vote.

## ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director(s) whose name and addresses are as follows:

President; Initial Incorporator and Initial Director:

Van A.Saliba  
701 E. Commercial Boulevard  
Fourth Floor  
Fort Lauderdale, FL 33334

ARTICLE X

The initial registered agent of the corporation is **The Soto Law Group, P.A.**. The street address of the corporation's initial registered office is 915 Middle River Drive, Suite 207, Fort Lauderdale, FL 33304.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

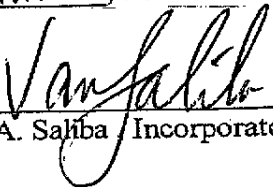
701 E. Commercial Boulevard, Fourth Floor  
Fort Lauderdale, FL 33334

ARTICLE XII

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

Van A. Saliba  
701 E. Commercial Boulevard, Fourth Floor  
Fort Lauderdale, FL 33334

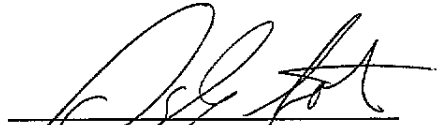
The undersigned incorporator has executed these Articles of Incorporation this 6 day of APRIL, 2000.

  
\_\_\_\_\_  
Van A. Saliba / Incorporator

CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
**BuildersKISS.Com., Inc.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: April 3, 2000

  
\_\_\_\_\_  
Oscar E. Soto, Esquire  
Signature of Registered Agent

**FILED**  
00 APR 17 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA