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Requester's Name

JAMIE A. MAURTO  
METAFEL MAG, INC  
13825 SW 88th STREET # 205  
MIAMI, FL. 33186

FILED  
00 APR 28 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 4/20 EFFECTIVE DATE 05-02-00

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 28, 2000

JAIME A. MAURTUA  
13825 SW 88TH STREET # 205  
MIAMI, FL 33186

SUBJECT: METAELMAG, INC.  
Ref. Number: W00000011284

We have received your document for METAELMAG, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 700A00023498

**ARTICLES OF INCORPORATION  
OF  
METAELMAG, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation hereby associate themselves to form a Corporation under the laws of the State of Florida, subject to the Title XXXVI, Chapter 607 of its Status.

**ARTICLE ONE (1): NAME**

The name of this corporation is: **METAELMAG, INC.**

**ARTICLE TWO (2): PLACE OF BUSINESS AND ADDRESS**

The place of business and address of the initial register office of this corporation shall be:

- Initial business address: 10805 SW 142<sup>nd</sup> Place, Miami FL 33186
- Initial mailing address: 13825 SW 88<sup>th</sup> Street # 205, Miami FL 33186

**EFFECTIVE DATE**  
05-02-00

or at such place as may later be designed 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 THREE (3): PURPOSES**

The general nature of the business and the objectives and purposes for which this corporation is organized are: To design, develop, own, manage and market patents, prototypes, electromagnetic systems, quantum mechanic systems, cyber systems, devices, internet services and servers, telecommunications businesses, and every business related to these purposes acting as principal, in partnership, in joint-venture, as agent, broker, representative, advisor, consultant and trader for any and every type of business, and to do any and every business and act in any and every manner not prohibited by Law.

**ARTICLE FOUR (4): DURATION**

The existence of this Corporation shall be perpetually, beginning as from: May 2, 2000

**ARTICLE FIVE (5): DISSOLUTION AND ASSETS**

This corporation may be dissolved by unanimous (100%) decision of the Members of the Board of Directors in a duly scheduled Special Meeting to be done for this purpose. After Members of the Board of Directors decision is made, this shall be submitted for the approval of the Common-Stock-Voting Shareholders. The Common-Stock-Voting Shareholders approval shall be done by unanimous (100%) decision of Stockholders. An "action by common-stock-voting shareholders without meeting" by unanimous (100%) decision, in accordance to procedures of Florida Status, Chapter 607, is also authorized.

**Articles of Incorporation of**  
**METAELMAG, INC.**

**ARTICLE SIX (6): AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of this corporation may be amended by unanimous (100%) decision of the Board of Directors at a duly scheduled Special Meeting to take place only for this specific purpose. The decision of the Board of Directors to amend the Articles of Incorporation of this corporation shall also be submitted for the approval of the Common-Stock-Voting Shareholders by unanimous (100%) decision. An "action by common-stock-voting shareholders without meeting" by unanimous (100%) decision, in accordance to procedures of Florida Status, Chapter 607, is also authorized.

**ARTICLE SEVEN (7): BY-LAWS**

The By-Laws of this corporation shall be handled with the limitations specified in this Articles of Incorporation. Their subscription or amendment shall only be done by unanimous (100%) approval of the Board of Directors in a duly scheduled Special Meeting for this specific purpose. The decision of the Board of Directors shall be submitted to the Common-Stock-Voting Shareholders for their approval, which shall be done by unanimous (100%) decision. An "action by common-stock-voting shareholders without meeting" by unanimous (100%) decision, in accordance to procedures of Florida Status, Chapter 607, is also authorized.

**ARTICLE EIGHT (8): INITIAL CAPITAL**

The initial capital with which this Corporation will begin business is: **TEN MILLION (10,000,000) SHARES OF COMMON-STOCK-VOTING WITH NO PAR VALUE.**

**ARTICLE NINE (9): COMMON-STOCK-VOTING**

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time is **TEN MILLION (10,000,000) Common-Stock-Voting shares WITH NO PAR VALUE.**

**ARTICLE TEN (10): PREFERENTIAL NON-VOTING SHARES**

There shall be two (2) classes of Preferential-Non-Voting shares to be registered at the Security Exchange Commission (S.E.C.) in accordance to the Security Law:

**Redeemable shares**

The issuance of Two Million Five Hundred Thousand (2,500,000) Redeemable shares of a par value of One Hundred U.S. Dollars (US\$100.00) each, is authorized. Redemption of Principal shall be done within Three (3) years as from the date of purchase by investor, and yearly redemption of Bonuses, and Dividends.

**Articles of Incorporation of**  
**METAELMAG, INC.**

The amount of bonuses, terms of dividends, serial and numbers, and other specifications shall be established by decision of the Board of Directors with the following limitation: Not less than Twenty Percent (20%) of Redeemable shares shall be sold to and hold by residents of the State of Florida. Principal and Bonuses redemption shall have preferential rights for distribution.

**Class B shares**

There shall be authorized the issuance of Two Million (2,000,000) Class B shares of a par value of One Hundred U.S. Dollars (US\$100.00) each. Distribution of Principal and Dividends redemption shall have preferential rights.

**ARTICLE ELEVEN (11): ACQUISITION OF CORPORATION'S OWN SHARES**

In accordance with the Chapter 607 of the Florida Statutes, the corporation may acquire its own shares, common-stock-voting shares, redeemable shares, or Class B shares at any time, as per decision of the Board of Directors. Common-Stock-Voting shareholders to sell their own shares must and shall first offer them to the corporation, secondly to the other common-stock-shareholders, and then to any third party, but always at the same price.

**ARTICLE TWELVE (12): COMMON-STOCK-VOTING SHAREHOLDERS**

From a total of Ten Million (10,000,000) shares of Common Stock, the initial shareholders of this Corporation hold the following Common Stock with no par value:

<b><u>SHAREHOLDERS</u></b>	<b><u>SHARES</u></b>
• <b>Vivian Carty-Maurtua:</b>	Five Million (5,000,000)
• <b>Diana R. Maurtua-Carty:</b>	Four Million (4,000,000)
• <b>Jaime A. Maurtua:</b>	Five Hundred Thousand (500,000)
• <b>Roberto F. Peralta:</b>	Five Hundred Thousand (500,000)

These Shareholders shall have the right and duty of second preference in the event that any Shareholder wants to sell its/his/her shares, and if this corporation **METAELMAG, INC.** which has the first preference, does not acquire its own shares. The Seller shall always give written legalized forty-five (45) days preference of purchase, simultaneously to the Corporation and Shareholders, at the same price that later on could be sold to a third Party.

**Articles of Incorporation of**  
**METAELMAG, INC.**

**ARTICLE THIRTEEN (13): BOARD AND MEETINGS OF SHAREHOLDERS**

The "quorum" for the first scheduled date Regular or Special Shareholders' Meetings shall always be with the assistance or representation by Proxy of the total (100%) of Shareholders previously notified. For the second scheduled date Meeting, the sufficient "quorum" to take decisions shall be constituted by the Shareholders present or represented by Proxy. Special Meetings can take place without being previously scheduled only when the total (100%) of Stockholders are physically present in the Meeting; this is, no one can be represented and vote by Proxy.

A duly legalized up-dated Proxy shall be valid to represent a Shareholder in a Shareholder Meeting with the limitation established. Proxy in facsimile copies shall not be considered as valid originals. A specific Proxy shall be necessary for each Meeting.

Shareholders decisions for Annual or Special Meetings shall be made with the vote of Shareholders that hold two thirds (2/3) of the total Common Stocks, except to increase or reduce the Corporation's Capital or Stocks, to amend its Articles of Incorporation, or to subscribe or amend its By-Laws for which it shall be necessary Shareholder's unanimous (100%) approval.

The Board of Shareholders duties and responsibilities are:

- To review the Annual Report and each and every document submitted by the Board of Directors for its approval in a Shareholders' Meeting;
- To schedule and Notify Annual and Special Shareholder's Meetings;
- To process and Notify the written request of any Shareholder for a Special Meeting to be held within the following Thirty (30) days;
- To request written opinion of the Board of Advisors, when necessary, for decisions to be considered in a Shareholders Meeting;
- To represent the Shareholders for any public opinion, previously approved in a the Shareholders Meeting;
- To publish Notice of Annual or Special Shareholders Meetings in the two (2) most important Newspapers of the City of Miami, when necessary.

Common-Stock Shareholders shall appoint the Members of the Board of Shareholders for a period of one (1) year, and may re-elect them for additional one (1) year periods; and may cancel their designation, by no reason, at any time.

**Articles of Incorporation of**  
**METAELMAG, INC.**

**ARTICLE FOURTEEN (14): FIRST BOARD OF COMMON-STOCK SHAREHOLDERS**

The initial members of the Board of Common-Stock Shareholders are:

- Vivian Carty-Maurtua, Chairman
- Diana R. Maurtua-Carty, Assistant-Chairman

**ARTICLE FIFTEEN (15): BOARD OF DIRECTORS**

This Corporation shall be conducted by a Board of Directors which shall consist in no less than one (1) and no more than ten (10) Members, as shall from time to time, be designated in the By-Laws of this Corporation. Members of the Board of Directors shall be elected by common-stock Shareholders, for periods of one (1) year, may be reelected by them for additional yearly periods and Shareholders may remove Directors from the Board of Directors at any time, and by no reason. Two (2) or more Offices may be held by the same person.

The "quorum" for first scheduled date Regular or Special Meetings of the Board of Directors shall always be with the assistance or representation by Proxy of the total (100%) of Directors previously notified. For the second scheduled date Meeting, shall be considered enough "quorum" to take decisions with the Shareholders that are present or represented by Proxy. Special Meetings can take place without being previously scheduled only when the total (100%) of Members of the Board are physically present in the Meeting; this is, no one can be represented and vote by Proxy.

A duly legalized up-dated Proxy shall be valid to represent a Director in a Board of Directors Meeting with the limitation established. Proxy facsimile copies shall not be considered as valid originals. A specific Proxy shall be necessary for each Meeting.

Board of Directors decisions for Annual or Special Meetings shall be made with the vote of two thirds (2/3) of Directors, except to increase or reduce the Corporation's Capital or Stocks, to amend its Articles of Incorporation, or to subscribe or amend its By-Laws for which it shall be necessary the unanimous (100%) approval of the Board..

Regular or Special Meetings of the Board of Directors shall be held within the State of Florida or anywhere else, with exception made of the Meetings to increase or reduce its Capital or Stocks, to amend its Articles of Incorporation, to subscribe or amend its By-Laws, and to approve its Annual Report which shall take place only in Miami.

**Articles of Incorporation of**  
**METAELMAG, INC.**

**ARTICLE SIXTEEN (16): FIRST BOARD OF DIRECTORS**

These are the names, addresses, and offices of the initial Members of the Board of Directors:

- **Jaime A. Maurtua, as PRESIDENT**  
10805 SW 142<sup>nd</sup> Place, Miami FL 33186
- **Vivian Carty-Maurtua, as VICE-PRESIDENT and TREASURER**  
10805 SW 142<sup>nd</sup> Place, Miami FL 33186
- **Diana R. Maurtua-Carty, as SECRETARY**  
10805 SW 142<sup>nd</sup> Place, Miami FL 33186
- **Roberto F. Peralta, as MANAGING DIRECTOR**  
435 Lakeview Drive, Suite 206, Weston FL 33326

**ARTICLE SEVENTEEN (17): BOARD OF ADVISORS**

The Corporation shall always have a Board of Advisors for legal, economical, technical, and other purposes, so as to support decisions made by Shareholders or Directors or by the Committee Members, if necessary or requested by them. The Members of the Board of Advisors shall be appointed by the Board of Directors, and remove by them at any time, and by no reason.

**ARTICLE EIGHTEEN (18): NOTICES FOR MEETINGS**

The Notice for Regular or Special scheduled Meetings, either of Shareholders or of the Board of Directors, shall be done as follows:

- Notice shall be by written document sent in advance by Return Receipt Certified U.S. Mail.
- Meetings shall be scheduled for two (2) different dates, the first scheduled date shall be seven (7) days, and the second fourteen (14) days as from U.S. Mail stamp.
- When the first scheduled date have not enough "quorum", the second scheduled date shall also be published in two (2) of the most important Newspapers of Miami (Example: The Miami Herald and Diario de las Americas) five (5) days in advance.
- Notices shall be sent to the last address registered by Shareholders or Directors.
- To dissolve this corporation, to amend its Articles of Incorporation or By-Laws, or to increase or reduce its Capital or Stock, Notice shall has attached the specific "Text" submitted for approval.



**Articles of Incorporation of**  
**METAELMAG, INC.**

**ARTICLE NINETEEN (19): OFFICERS**

All officers, assistant officers, agents, and factors shall be chosen in such a manner, hold their offices for such a term and have such powers and duties as may be prescribed by the By-Laws, determined by the Board of Directors or by these Articles of Incorporation. Two (2) or more Offices may be held by the same person.

The initial Officers of this Corporation shall be for the Board of common-Stock Shareholders: a Chairman, and an Assistant-Chairman; and for the Board of Directors: a President, a Vice-President, a Secretary, a Treasurer, and a Managing-Director. Any other additional officers may be created from time to time, by and under authorization of its By-Laws.

The failure to elect Chairman, Assistant-Chairman of the Board of Shareholders, or President, Vice-President, Secretary, Treasurer or Managing-Director of the Board of Directors shall not affect the existence of this Corporation.

**ARTICLE TWENTY (20): EXECUTIVE COMMITTEE**

The Members of the Executive Committee shall be elected in Special Meetings of the Board of Directors. The Board of Directors shall appoint and re-elect the Members of the Executive Committee of this Corporation, and may remove them at any time, and for any reason. The members of the Executive Committee shall be selected from the Members of the Board of Directors. This Committee shall have monthly Regular Meetings. Sessions shall always be done at 11:00am (Miami Time) the first (1<sup>st</sup>) Thursday of each month at the Corporation Main Office. Shall also have Special Meetings, when necessary. This Executive Committee shall be responsible to present to the Board of Directors Status-Reports of the businesses held by the Corporation.

**ARTICLE TWENTY ONE (21): INDEMNIFICATION OF BOARD OFFICERS**

Every person who now is or hereafter become a Member of the Common-Stock Shareholders Board, or of the Board of Directors, or of the Executive Committee of this Corporation, and the Register Agent 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/her in connection with or resulting from any action, suit, or proceedings of whatever nature, to which he/she is or shall be made part by reason of his/her being or having been a Director of this Corporation, whether or not he/she is a Director of the Corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such costs or expenses are incurred by or imposed upon him/her.

**Articles of Incorporation of**  
**METAELMAG, INC.**

However, an exemption is made to the above in relation to matters as which he/she shall be finally adjudged in such actions, suits, or proceedings to have been derelict in the performance on the duties imposed on him/her as such Director, Shareholder, or Register-Agent. The right of indemnification herein provided not been exclusive of the other rights to which any such person may now or hereafter be entitled as a matter of law.

**ARTICLE TWENTY-TWO (22): REGISTER AGENT AND STREET ADDRESS**

The name and street of the initial Register Agent is: **JAIME A. MAURTUA** of 10805 SW 142<sup>nd</sup> Place, Miami FL 33186.

**ACKNOWLEDGEMENT**

**IN WITNESS WHEREOF** having been name to accept services of process for **METAELMAG, INC.**, a Florida State Corporation, at the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office, and **sign as Incorporator and Register Agent:**

  
**JAIME A. MAURTUA**  
10805 SW 142<sup>nd</sup> Place, Miami FL 33186

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00 APR 28 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA