

P00000046719

TRANSMITTAL LETTER

EFFECTIVE DATE

5-12-00

FILED

00 MAY -8 PM 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

600003242116--0

-05/08/00--01050--018

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

SUBJECT: WIDEREACH-ENTERTAINMENT? RIFENET.COM, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Dolores M. Fernandez
Name (Printed or typed)

118 MENORES AVE # 1
Address

CORAL GABLES, FL 33134
City, State & Zip

(305) 461-8699
Daytime Telephone number

Dolores Fernandez GAVE
AUTHORIZATION BY PHONE TO
CORRECT R/A Acceptance Stmt.
DATE 5/10/00
DOC. EXAM Deir Brown

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

D. BROWN MAY 10 2000

ORIGINAL

ORIGINAL

EFFECTIVE DATE
5-12-00

FILED
00 MAY -8 PM 2:51

ARTICLES OF INCORPORATION
OF
Widereach-entertainment & rifeNET.com, Inc.

In compliance with the requirements of Chapter 607 and/or Chapter 621, Florida Statutes (profit), the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation for profit and do hereby certify:

ARTICLE I - NAME

ONE: The name of the corporation is: Widereach-Entertainment & rifeNET.com, Inc.

ARTICLE II - PRINCIPAL OFFICE

TWO: The name and address in this State of Florida the Corporation's initial agent for service of process is: 118 Menores Avenue, Suite #1, Coral Gables, FL 33134-4022

ARTICLE III - PURPOSE

THREE: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florida, other than the banking business, the trust company business or the practice of a profession not permitted to be incorporated by the State of Florida.

The general nature of business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could.

To carry on business in the United States of North America or any foreign country or countries, to buy sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world

To exchange in the currency of foreign countries and the currency of the United States of North America

To issue bonds debentures and/or obligations of the company from time to time for the object and purposes of the company and secure by mortgage pledge, deed or trial or otherwise

To purchase, hold and release the shares of its capital stock, and to subscribe to purchase, or otherwise stock, bonds, or other securities and obligations of the company and other companies

To do all of such things as they are conducive or incident to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any herein named or which at any time appear conducive or expedient for the protection or benefit of the Corporation

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the Laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference

In general to carry on any business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon Corporation of this character

To enter into, make or perform contract of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, notes drafts, bills of exchange, warrants, bonds, debentures, and all others negotiable instruments

ARTICLE IV - SHARES

FOUR: The Capital Stock of the Corporation upon commencing business operations shall consist of.....

FIVE HUNDRED (500) SHARES or par value. For incorporation purposes, each share will have a nominal value set at **ONE DOLLAR(\$1.00)** per share as consideration.....

Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable. The Capital stock of this Corporation may be paid in lawful money of the U.S.A. in property, labor or services at the fair and just valuation to be fixed by the Board of Directors is to be conclusive proof of said value.....

All the common stock is to have one vote per share in the control of the management of Corporation.....

The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock

In the event any shareholder may vote his share or shares proxy on e share representing one vote.....

The Board of Directors shall exercise the Right of First refusal if a shareholder wishes to sell his/her stock.....

A Shareholder may offer is/her share for sale at price value

The Board of Directors reserves the right to buy the stock at the same price it is being offered pro-rated by the individual shareholders

Any sale or transfer of stock by a shareholder must be approved by 75% of the Board of Directors

ARTICLE V – INITIAL OFFICERS/DIRECTORS

FIVE: The names and addresses of the persons who are appointed to act as the initial directors of the corporation are:

<u>NAME/OFFICE:</u>	<u>ADDRESS:</u>
Dolores M. Fernandez/ President/Chief Executive Officer SSN#264-65-1553	118 Menores Avenue, #1 Coral Gables, FL 33134
Rafael Dufflar/ Chief Operating Officer SSN#266-95-9558	1077 NW 45 Avenue Coral Gables, FL 33134

ARTICLE VI-PRE-EMPTIVE RIGHTS

SIX: Any sale of shares for cash by a shareholder shall be approved by 75% of the Board of Directors.

The CORPORATION reserves the Right of First Refusal.

The Board of Directors reserves the right to purchase shares for sale from shareholders at the pro-rate price.

The Board of Directors shall approve the issuance of new shares by 75%.

From time to time the Board of Directors may elect to purchase the shares of a given shareholder by

75% of the vote at the pro-rate, or market value of share, whichever is greater.

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Every shareholder of the corporation will comply with stock policies as stated in the CORPORATION's bylaws.

See also: Article IV - Shares

ARTICLE VII - REGISTERED AGENT

SEVEN. The name and address of the Registered Agent is:

Dolores M. Fernandez

SSN# 264-65-1553

118 Menores Avenue #1

Coral Gables, FL 33134

ARTICLE VIII - INCORPORATOR(s)

EIGHT. The name and address of each Incorporator to these Articles of Incorporation and the number of shares which each agrees to take as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>Shares(%)</u>
Dolores M. Fernandez	118 Menores Ave.#1 Coral Gables, FL 33134	51%
Rafael Dufflar	1077 NW 45 Avenue #121 Miami, FL 33126	49%

ARTICLE IX - EFFECTIVE DATE

NINE. This CORPORATION shall be effective on: May 12, 2000.

This CORPORATION shall have perpetual existence.

ARTICLE X - INDEMNIFICATION

TEN. The CORPORATION is authorized to indemnify the directors and the officers of the CORPORATION to the fullest extent permissible under the laws of the State of Florida.

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent possible under the laws of the State of Florida.

ARTICLE XI - INITIAL DISTRIBUTION OF SHARES

ELEVEN. Initial distribution of shares shall be as follows:

<u>Shareholder Name and Title:</u>	<u>Street Address</u>	<u>Number of Shares(%)</u>
Dolores Fernandez	118 Menores Ave.#1	51
President/CEO	Coral Gables, FL 33134	
Rafael Dufflar	1077 NW 45 Ave.#121	49
Ex. Vice-President/COO	Miami, FL 33126	
N/A	N/A	
CFO		
N/A	N/A	
CTO		
N/A	N/A	
Director/ Marketing		
N/A	N/A	
Director/ Creative		

ARTICLE XII - BYLAWS

Twelve. The regulation of the business and the conduct of the affairs of the Corporation and the provision creating and limiting the power of the Corporation, the directors and the stockholders, or any class of stockholders of the Corporation, shall be controlled by the by-laws which shall be adopted by the stockholders of the Corporation as soon as practicable after the Corporation shall be

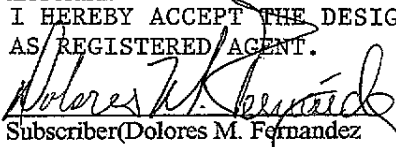
formed which said by-laws may from time to time and whenever necessary, by amendment by the Board of Directors of the Corporation.


ARTICLE XIII - AMENDMENT

THIRTEEN. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, we the undersigned of the Corporation have made and signed these articles of Incorporation at **MIAMI-DADE COUNTY, FLORIDA**, for the use and purposes aforesaid.

I HEREBY ACCEPT THE DESIGNATION
AS REGISTERED AGENT.


Subscriber(Dolores M. Fernandez
President & CEO) /REGISTERED AGENT


Subscriber(Rafael Dufflar, Chief
Operating Officer)

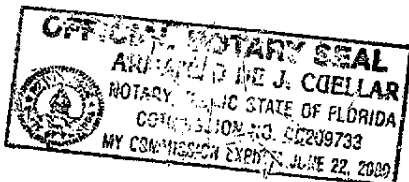
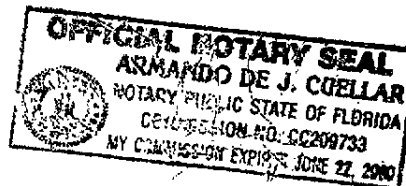
State of Florida, County of Miami-Dade

Before me, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared Ms. Dolores M. Fernandez, President and Chief Executive Officer and Mr. Rafael Dufflar, Chief Operating Officer, known to be and know by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set hand and affixed my official seal in the State and County, aforesaid this 5 day of May 2000.


Notary Public, State of Florida at Large

My commission expires:



FILED
00 MAY -8 PM 2:51
NOTARY PUBLIC STATE
OF FLORIDA