

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

700000047001

Merbonne II Corp

700003247357--4

-05/11/00--01003--004

*****87.50 *****87.50

☒ Art of Inc. File cert & GS

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☒ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

FILED

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 10 PM 3:32

7 SMITH MAY 11 2000

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

WC 5/10/00 3:15

ARTICLES OF INCORPORATION
OF
NERBONNE II CORP.

ARTICLE ONE
CORPORATE NAME AND ADDRESS

FILED
00 MAY 10 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this Corporation shall be: **NERBONNE II CORP.**

The address of this Corporation shall be: c/o Munilla & Associates, P.A., 6201 S.W. 70th Street, 2nd Floor, Miami, Florida 33143.

ARTICLE TWO
NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida; more specifically, the corporation's purpose is for the reorganization of Nerbonne, N.V. as a result of Bankruptcy proceedings; and thereafter to engage in any activity permitted under the laws of the State of Florida.

ARTICLE THREE
TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is: The date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE FOUR
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than \$1,000.00, or such greater amount as may be required by law. More specifically, the capital of the corporation shall originally consist of the capital transferred from Nerbonne, N.V. which is the equivalent of Nerbonne, N.V.'s assets, as Nerbonne II Corp. is formed to reorganize Nerbonne, N.V.; each shareholder of Nerbonne, N.V. will be given an opportunity to exchange the respective shares of Nerbonne, N.V. for a like number of shares of Nerbonne II Corp.

ARTICLE FIVE
NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times.

ARTICLE SEVEN AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT CAPITAL STOCK

This Corporation is authorized to issue share of stock as follows:

- A. DESIGNATION: The stock of this Corporation shall be known as Common Stock.
- B. AUTHORIZED: The maximum number of shares of Common Stock that this corporation may issue is: 5,000,000 Shares (Five Million Shares).
- C. PAR VALUE: Each share of Common Stock shall have no par value.
- D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, shares of stock of Nerbonne, N.V., real property, accounts receivable, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. NON-ASSESSABILITY: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares, shall be valid and enforceable in accordance with their terms.
- G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any right of cumulative voting.
- I. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose.

J. LIQUIDATION RIGHTS: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any dividends that may be declared by the Board of directors out of the assets legally available for such purpose.

ARTICLE NINE INDEMNIFICATION

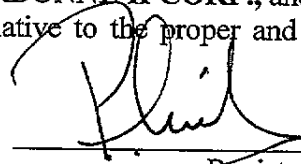
9.1 INDEMNITY. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by law.

9.2 INSURANCE. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE TEN INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

INITIAL REGISTERED AGENT: Pedro R. Munilla, Esquire
INITIAL REGISTERED OFFICE: 6201 S.W. 70th Street, 2nd Floor
Miami, Florida 33143

I HEREBY AGREE to act as Registered Agent for **NERBONNE II CORP.**, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.



Registered Agent

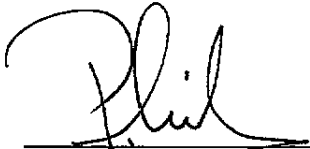
SOLE SUBSCRIBER

The undersigned individual, competent to contract, hereby executes these Articles of Incorporation as subscriber thereof.

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe,

acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED this 9th day of May 2000.

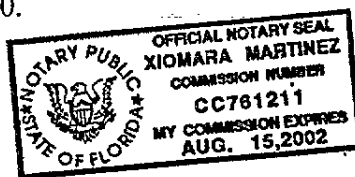

Pedro R. Munilla
Subscriber, Incorporator

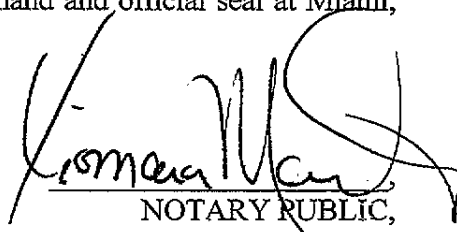
STATE OF FLORIDA)
): SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared PEDRO R. MUNILLA to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purposes therein stated and expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

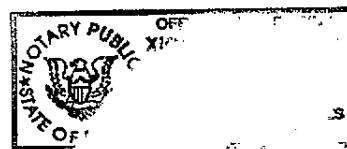
DATED this 9th day of May 2000.




NOTARY PUBLIC,
State of Florida at Large
Xiomara Martinez

My Commission Expires:

\\law\wordnet\623 - nerbonne\2000 (new cases open in 2000)\0008001 - incorporation of nerbonne ii corp\articles of incorporation.doc



FILED
00 MAY 10 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA