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Anna Salgado

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BODET INVESTMENT GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BODET INVESTMENT GROUP, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is BODET INVESTMENT GROUP, INC.
The duration of the Corporation is perpetual.

ARTICLE II

The current mailing address of the principal office of the Corporation is 10284 Southwest 24 Street, Miramar, Florida 33025.

ARTICLE III

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 55,000,000, consisting of (i) 50,000,000 shares of common stock, par value \$.0001 per share (the "Common Stock"); and (ii) 5,000,000 shares of preferred stock, par value \$.0001 per share (the "Preferred Stock").

The Board of Directors is hereby expressly authorized to issue the Preferred Stock in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any

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one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

The holders of common stock shall have one vote for each share of such stock held.

All stock of this Corporation, whether common stock or preferred stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of this Corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this Corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this Corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time, and to such persons as the Board of Directors may from time to time determine.

ARTICLE V

The street address of the Corporation's registered office is 10284 Southwest 24th Street, Miramar, Florida 33025. The name of the Corporation's registered agent at that address is Marcus Bodet.

ARTICLE VI

The name of the incorporator of the Corporation is Marcus Bodet. The address of the incorporator is 10284 Southwest 24th Street, Miramar, Florida 33025.

ARTICLE VII

The Corporation shall have two directors and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names of the initial directors of the corporation are:

Marcus Bodet

Gaylord Bodet

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ARTICLE VIII

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Corporation's Bylaws (the "Bylaws") may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE IX

The Corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of May, 2000.


Marcus Bodet, Incorporator

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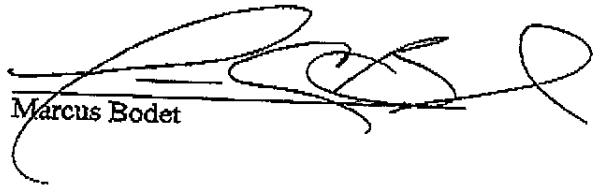
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Marcus Bodet

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