

Law Offices of  
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Miami, Florida 33131

**P00000054341**



May 18, 2000

Department of State  
Division of Corporation  
P.O.Box 6327  
Tallahassee, Florida 32314

**Ref: Articles of Incorporation for Tesorex Corporation**

Enclosed please find the Articles of Incorporation for Tesorex Corporation,  
along with a check in the amount of \$ 122.50 to file and register with the  
State of Florida.

100003269391--2  
-05/26/00--01118--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

Sincerely yours,

Maria I. Casablanca, P.A.

Maria I. Casablanca  
MSV:msv

Encl.: As stated

00 MAY 26 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

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ARTICLES OF INCORPORATION  
TESOREX CORPORATION

FILED  
00 MAY 26 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida and, under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liability of incorporating for profit it is:

ARTICLE I

The name of the corporation shall be: Tesorex Corporation

ARTICLE II

The corporation shall engage in any activity or business permitted under the Laws of the State of Florida and the United States of America. Particularly, it will engage in providing Web Design, and Web Hosting Services, Solutions for Internet and Commercialization of Products for Internet; E-commerce, Data Base Solution, Application and Software Development, Graphic Design, Video and Graphic Animation, Import and Export of this products and others.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 shares, one dollar a share.

ARTICLE IV

The amount of capital with which the corporation shall commence business shall be not less the five hundred dollars.

ARTICLE V

The corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida shall be 18349 N. E. 4<sup>th</sup> Court, North Miami Beach, Florida 33160.

The business of the corporation shall be managed by a Board of directors consisting of not less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

#### ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

NAME	TITLE	ADDRESS
Bernardo Gomez	President	18349 N.E. 4 <sup>th</sup> Court North Miami Beach, Florida 33160
Juan Pablo Bernal	Vice President	18349 N.E. 4 <sup>th</sup> Court North Miami Beach, Florida 33160

#### ARTICLE IX

The names and address of the subscriber of these Articles of incorporation is Bernardo Gomez, 18349 N.E. 4<sup>th</sup> Court, North Miami Beach, Florida 33160.

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any of all of his shares.

#### ARTICLE XI

At all elections of Directors of this corporation each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he would be entitled to cast for the election of the Director with respect to his shares of stock multiplied by the number of Directors to be elected and he may cast all votes for a single Director or may distribute them among the number to be voted for, or any one or more of them as he may see fit.

## ARTICLE XII

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or Officer of, such other corporation and any director, individually or jointly, may be a party to or may be interest in, any contract or transaction of this corporation or in which this corporation is interested and no contract or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation within which he may be in any way interested.

Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

## ARTICLE XIV

The shareholders of this corporation shall have the power to include in the By Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of its shareholders, or in the event of the death of any of the shareholders. The manner and form as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder to this corporation may sell or transfer his shares therein except to another individual who is eligible to be shareholder of this corporation.

## ARTICLE XV

In furtherance and not in Limitation of the general power conferred by the Laws of the State of Florida and of the purposes and objects herein above stated, this corporation shall have all and singular the following power:

This corporation shall have the power to enter into or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation, any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase, provided, however, the capital of this corporation is not impaired.

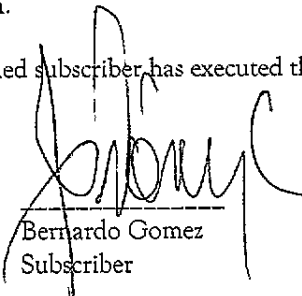
This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. A Pension plan.
2. A profit sharing plan.
3. A stock bonus plan
4. A thrift and saving plan.
5. A restricted stock option plan, or
6. Other retirement or incentive compensation plans.

#### ARTICLE XVI

These Article of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that at a certain amendment of these be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation of Tesorex Corporation  
This 10<sup>th</sup> day of May, 2000.

  
\_\_\_\_\_  
Bernardo Gomez  
Subscriber

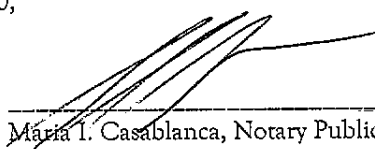
STATE OF FLORIDA     )

)     SS:

COUNTY OF DADE     )

BEFORE ME, a Notary Public, authorized to take acknowledgment in the state and County above set forth, personally appeared known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 10<sup>th</sup> day of May, 2000,

  
\_\_\_\_\_  
Maria I. Casablanca, Notary Public

State of Florida at Large

My commission expires:



Maria Casablanca  
My Commission CC800204  
Expires January 3, 2003

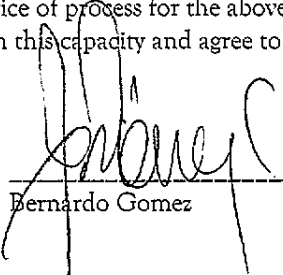
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that Tesorex Corporation, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of North Miami Beach, County of Dade and State of Florida, has named Bernardo Gomez, 18349 N.E. 4<sup>th</sup> Court, City of North Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Bernardo Gomez

**FILED**  
00 MAY 26 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA