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FROM: (PLEASE PRINT)

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MIAMI FL 33186
METAEL MAG FOUNDATION, INC
METABROUP, INC

Office Use Only

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

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| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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| Examiner's Initials | gjc |
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**ARTICLES OF INCORPORATION
OF
METAGROUP1, INC.**

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The undersigned subscriber of these Articles of Incorporation hereby 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: **METAGROUP1, 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 142nd Place, Miami FL 33186
- Initial mailing address: 13825 SW 88th Street # 205, Miami FL 33186

or at such place as may later be designated 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 finance, invest, design, develop, own, manage and market real estate properties, stocks and other type of shares, to develop businesses of banking, insurance, finance, mortgage, clearing house, trust, trade, telecommunication, including satellite, intranet, internet, quantum, real-time, and cyber systems; to develop health, education, and every business related to these purposes acting as principal, subsidiary, sister and holding company, in partnership, in joint-venture, as agent, broker, representative, advisor, consultant, trader and any other, for any and every type of business, and to do any and every business and act and associate in any and every manner not prohibited by Law.

ARTICLE FOUR (4): DURATION

The existence of this Corporation shall be perpetually, beginning as from date of the Registration of these Articles of Incorporation.

Articles of Incorporation of
METAGROUP, INC.

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.

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.**

Articles of Incorporation of
METAGROUP1, INC.

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 One Million (1,000,000) Redeemable shares with a par value of One Hundred U.S. Dollars (US\$100.00) each, is authorized. Redemption of Principal shall be done within Five (5) years as from the date of purchase by investor, and yearly redemption of Bonuses, and Dividends.

The amount of bonuses, terms of dividends, serial and CUSIP 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

The issuance of One Million (1,000,000) Class B shares of a par value of One Hundred U.S. Dollars (US\$100.00) each shall be authorized. 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:

| <u>SHAREHOLDERS</u> | <u>SHARES</u> |
|----------------------------------|--------------------------|
| • Vivian Carty-Maurtua: | Five Million (5,000,000) |
| • Diana R. Maurtua-Carty: | Five Million (5,000,000) |

Articles of Incorporation of
METAGROUP1, INC.

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 **METAGROUP1, 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.

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;

Articles of Incorporation of
METAGROUP1, INC.

- 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 with a certified written document may cancel their designation, by no reason, at any time.

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, Vice-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 reelect by them for additional yearly periods and Shareholders may removed 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.

Articles of Incorporation of
METAGROUP1, INC.

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.

ARTICLE SIXTEEN (16): FIRST BOARD OF DIRECTORS

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

- **Vivian Carty-Maurtua, as PRESIDENT and TREASURER**
10805 SW 142nd Place, Miami FL 33186
- **Diana R. Maurtua-Carty, as VICE-PRESIDENT and SECRETARY**
10805 SW 142nd Place, Miami FL 33186

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.

Articles of Incorporation of
METAELMAG, INC.

- 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 have attached the specific "Text" submitted for approval.

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, and Treasurer. 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, or Treasurer 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 second (2nd) 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,

Articles of Incorporation of
METAELMAG, INC.

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.

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: **VIVIAN CARTY-MAURTUA** of 10805 SW 142nd Place, Miami FL 33186.

ACKNOWLEDGEMENT

IN WITNESS WHEREOF having been named and accepted 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:**



VIVIAN CARTY-MAURTUA
10805 SW 142nd Place, Miami FL 33186

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00 JUN -5 AM 9:06
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TALLAHASSEE, FLORIDA