

P000008429

TRANSMITTAL LETTER

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

700003379897--9
-09/01/00--01034--007
*****78.75 *****78.75

Re: **METAZOM, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation, a certificate of designation of registered agent, and a check for \$78.75 (filing fee and certificate). Please, mail the registered certificate to the address below.

FROM: **Arelis J. Marquez de Escalona**
C/O: Jorge M. Robert, Esq.
1516 E. Hillcrest St., Ste. 306
Orlando, Florida 32803
407-896-6565

FILED
00 SEP -1 PM 2: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH 9/6/00-

ARTICLES OF INCORPORATION

of

METAZOM, INC.

FILED

00 SEP -1 PM 2: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned Incorporator being a natural person competent to contract, submits these articles of incorporation for the purpose of forming a for-profit corporation.

- Article 1.** The name of the corporation is METAZOM, INC.
- Article 2.** The principal place of business and mailing address of this corporation is: 1032 Lake Biscayne Way, Orlando, Florida 32824.
- Article 3.** The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges.
- Article 4.** The name and street address of the corporation's initial registered agent is Arelis J. Marquez de Escalona, 1032 Lake Biscayne Way, Orlando, Florida 32824.
- Article 5.** The name and street address of the incorporator of this corporation is Arelis J. Marquez de Escalona, 1032 Lake Biscayne Way, Orlando, Florida 32824.
- Article 6.** The number of directors constituting the initial board of directors is two and the name and address of each person who is to serve as a member thereof is as follows:
Jaime C. Escalona Rizzo, 1032 Lake Biscayne Way, Orlando, Florida 32824
Arelis J. Marquez de Escalona, 1032 Lake Biscayne Way, Orlando, Florida 32824.
- Article 7.** No director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-

dealing, intentional misconduct or illegal actions.

Article 8. This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on the 31st day of July, 2000

INCORPORATOR:

× *Arelis de Escalona*

Arelis J. Marquez de Escalona
Sole Incorporator

CERTIFICATE OF DESIGNATION

of

REGISTERED OFFICE AND REGISTERED AGENT

FILED

00 SEP -1 PM 2: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.0501 of the Florida Business Corporation Act, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

The name and address of the corporation's registered agent and registered office is:

Name: Arelis J. Marquez de Escalona

Address: 1032 Lake Biscayne Way
Orlando, Florida 32824

Having been named as the registered agent and to accept service of process for METAZOM, INC. at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

August 8th, 2000
Date

Arelis de Escalona
Arelis J. Marquez de Escalona