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CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

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-10/13/00--01027--007
*****78.75 *****78.75

DATE: 10-13-00

REF. #: 0283.

CORP. NAME: CODINA CYBERPORT, INC.

☒ ARTICLES OF INCORPORATION

☐ ARTICLES OF AMENDMENT

☐ ARTICLES OF DISSOLUTION

☐ ANNUAL REPORT

☐ TRADEMARK/SERVICE MARK

☐ FICTITIOUS NAME

☐ FOREIGN QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ MERGER

☐ WITHDRAWAL

☐ CERTIFICATE OF CANCELLATION ☐ UCC-1

☐ UCC-3

☐ OTHER: _____

STATE FEES PREPAID WITH CHECK# 1174 FOR \$ 18.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF GOOD STANDING

☐ PLAIN STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

T. SMITH OCT 13 2000

FILED
RECEIVED
00 OCT 13 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CODINA CYBERPORT, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation is **CODINA CYBERPORT, INC.** (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 10,000 shares of common stock, par value \$.001 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is Kolleen O.P. Cobb, Esq., Two Alhambra Plaza, PH II, Coral Gables, Florida 33134.

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is Two Alhambra Plaza, Penthouse Two, Coral Gables, Florida 33134.

ARTICLE VI - Board of Directors

The Corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director of the Corporation and his address is Armando Codina, Two Alhambra Plaza, PH II, Coral Gables, Florida 33143.

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TALLAHASSEE, FLORIDA

ARTICLE VII - Officers

The name and position of the initial officers of the Corporation are as set forth below and such person shall hold such offices until his successor is elected by the Board of Directors:

<u>Name</u>	<u>Position</u>
Armando Codina	President
Henry Befeler	Vice President/Treasurer/Secretary
O. Ford Gibson	Vice President
Jorge San Miguel	Vice President
Rafael Rodon	Vice President
Kolleen O.P. Cobb, Esq.	Vice President/Assistant Secretary

ARTICLE VIII - Incorporator

The name and address of the Incorporator of the Corporation is Henry Befeler, Two Alhambra Plaza, Penthouse Two, Coral Gables, Florida 33134.

ARTICLE IX - Powers

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE X - Director-Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or duly empowered committee thereof, which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or votes of such interested director or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI - No Anti-Takeover Law Governance

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

ARTICLE XII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE XIII - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

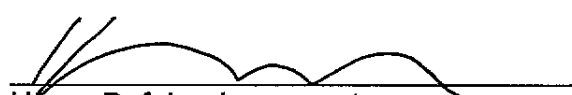
ARTICLE XIV - Bylaws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XV - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this ^{of} 12 day of October, 2000.


Henry Befeler, Incorporator

STATE OF FLORIDA

) SS:

COUNTY OF MIAMI- DADE

SWORN TO AND SUBSCRIBED before me this 12 day of October, 2000.



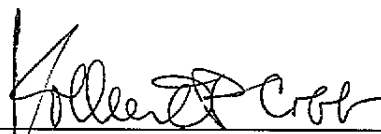


Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CODINA CYBERPORT, INC. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 12 day of October, 2000.


Kolleen O.P. Cobb, Registered Agent

FILED
00 OCT 3 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI- DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Kolleen O.P. Cobb, who is personally known to me or who has produced satisfactory evidence of identification and known by me to be the person who executed the foregoing Articles of Incorporation of Codina Cyberport, Inc.

SWORN TO AND SUBSCRIBED before me this 12 day of October, 2000.



Susan R. Fortunow
MY COMMISSION # CC967263 EXPIRES
October 1, 2004
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public, State of Florida