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FLORIDA PROFIT CORPORATION OR P.A.

OMNI NETWORKS, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 23, 2000

EMPIRE

SUBJECT: OMNI NETWORKS, INC.
REF: W00000025500

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

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Becky McKnight
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF

OMNI NETWORKS, INC.

The undersigned subscriber(s) to those Articles of Incorporation, each a natural person competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is OMNI NETWORKS, INC. and its place of business in 3971 SW 8th Street, Ste. 305, Miami, FL 33134.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any and all business permitted under the laws of the United states of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Common Stock at \$1.00 Par Value.

Shares may be issued for such consideration, having a value not less than the par value of the shared issued therefore, as is determined from time to time by the board of directors.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by the Board of Directors.

The consideration for the issuance of shared or for the disposal of treasury shared may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment for the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLES V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may de done without issuance of fractional shares)

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at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3971 SW 8th Street, Suite 305, Miami, FL 33134 and the name of the initial registered agent of this corporation at that address is Mario Lamar.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

This corporation shall initially have at least two directors, their names and addresses are as follows:

PRESIDENT:	ENRIQUE LINDNER	1050 SW 65 Ave. Miami, FL 33144
TREASURER:	MARIO LAMAR	3971 SW 8 St. Miami, FL 33134
SECRETARY:	MARIO LAMAR	Same as above

ARTICLES IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such a person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not include any other right to which he may be lawfully entitled nor shall anything herein contained

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restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any directors may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X- REMOVAL OF DIRECTORS

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI- INCORPORATIONS

The name and street address of the subscriber of these Articles of Incorporation is:

Mario Lamar 3971 SW 8th Street, Suite 305
Miami, FL 33134

ARTICLE XII- BY LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII- POWERS

This corporation shall have all powers necessary or convenient to effect its purposes

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as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the director of the Board of Directors.

ARTICLE XIV- AMENDMENT

These Articles 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 stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 24th day of October, 2000.

WITNESSES:

Cecilia Daise Gonzales
Print: Cecilia Daise Gonzales

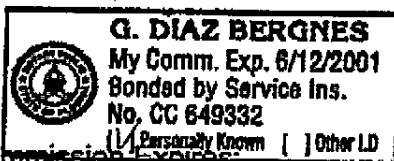
Mario Lamar
Mario Lamar

Yoelin Cabrera
Print: Yoelin Cabrera

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Mario Lamar, who is personally known to me ✓ or has produced _____ as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

WITNESS my hand and seal in the County and State aforementioned on this 24th day of October, 2000.



My Commission Expires:

[Signature]
Notary Public

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that OMNI NETWORKS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Mario Lamar, located at 3971 SW 8th Street, Suite 305, Miami, FL 33134, as its agent to accept service of process within Florida.



Date: October 24, 2000

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Mario Lamar
Resident Agent

Date: October 24, 2000

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