

Division of Corporations

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Florida Department of State  
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FLORIDA PROFIT CORPORATION OR P.A.

IMAGEN OVERSEAS, INC.

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# ARTICLES OF INCORPORATION OF IMAGEN OVERSEAS INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ORGANIZES AND INCORPORATES A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

## ARTICLE I. NAME

THE NAME OF THE CORPORATION IS IMAGEN OVERSEAS INC.

## ARTICLE II. PRINCIPAL OFFICE

THE MAILING ADDRESS OF THIS CORPORATION SHALL BE:

3211 PONCE DE LEON BLV. SUITE #201  
CORAL GABLES FL. 33134

## ARTICLE III. PURPOSE

THIS CORPORATION MAY ENGAGE IN THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE FLORIDA GENERAL CORPORATION ACT.

## ARTICLE IV. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK HAVING A NOMINAL OR PAR VALUE OF \$1.00 PER SHARE.

## ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 3211 PONCE DE LEON BOULEVARD, SUITE 201, CORAL GABLES, FLORIDA 33134 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS

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CORPORATION AT THAT ADDRESS IF MOTOYA, ALVAREZ & FERNANDEZ, P.L. A  
FLORIDA CORPORATION

ARTICLE VI. INITIAL BOARD OF DIRECTORS

THE CORPORATION SHALL INITIALLY HAVE FOUR (4) DIRECTORS TO HOLD  
OFFICE UNTIL THE FIRST ANNUAL MEETING OF STOCKHOLDERS AND HIS  
SUCCESSOR SHALL HAVE BEEN DULY ELECTED AND QUALIFIED, OR UNTIL HIS  
EARLIER RESIGNATION, REMOVAL FROM OFFICE OR DEATH. THE NUMBER OF  
DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME IN  
ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THE NAME AND  
ADDRESS OF THE INITIAL DIRECTOR IS:

PRESIDENT-	JOSE GUSTAVO POLANIA CHAUX Ave. 5 CN 23DN-56 Of. 100 CALI COLOMBIA S.A.
VICE-PRESIDENT-	SARA INES KILBY CZECZOTTA Ave. 5 CN 23DN-56 Of. 100 CALI COLOMBIA S.A.
SECRETARY-	SARA INES KILBY CZECZOTTA Ave 5 CN 23DN-56 Of. 100 CALO COLOMBIA S.A.
TREASURER-	JOSE GUSTAVO POLANIA CHAUX Ave 5 CN 23DN-56 Of. 100 CALI COLOMBIA S.A.

ARTICLE VII. INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES  
IS:

MONTOYA, ALVAREZ, & FERNANDEZ P.L.  
3211 PONCE DE LEON BOULEVARD  
SUITE 201  
MIAMI, FLORIDA 33134

ARTICLE VIII. PRE-EMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF  
THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE

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THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE IX. INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICERS OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE X. AMENDMENTS

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 IT TO THE STOCKHOLDERS AND APPROVED AT THE STOCKHOLDERS 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 A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THE DATE OF SIGNING.

DATED: 10-31-2000

MONTOYA, ALVAREZ & FERNANDEZ P.L.  
BY EDWARD MONTOYA, PRESIDENT

  
\_\_\_\_\_  
INCORPORATOR

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 307.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT SAMPLE, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED MONTOYA, ALVAREZ & FERNANDEZ, P.L. A FLORIDA CORPORATION, LOCATED AT 3211 PONCE DE LEON BOULEVARD, SUITE 201, CORAL GABLES, FLORIDA 33134, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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DATED: 10-31-2000

  
MONTOKA, ALVAREZ & FERNANDEZ P.L.

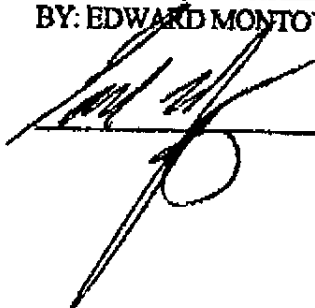
INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED: 10-31-2000

MONTOKA, ALVAREZ & FERNANDEZ P.L.  
BY: EDWARD MONTOKA, PRESIDENT

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