

Division of Corporations

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## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

EXHIBITUM GROUP, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF**

**EXHIBIUM GROUP, INC.**

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract, and they do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is:

EXHIBIUM GROUP, INC.

**ARTICLE II**

**NATURE OF BUSINESS**

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this Corporation shall consist of One Hundred Shares (100) of

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common stock with a value of 1.00 par value per share.

**ARTICLE IV**

**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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V**

**INITIAL CAPITAL**

The amount of the capital with which this Corporation shall begin business shall be FIVE HUNDRED DOLLARS (\$500.00).

**ARTICLE VI**

**TERM OF EXISTENCE**

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be located at 2800 Biscayne Blvd. #777, Miami, FL 33137, or such other place of business as may be determined and fixed by the Board of Directors from time to time.

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**ARTICLE VIII****REGISTERED AGENT**

The Registered Agent of this Corporation shall be Fernando Williams, whose mailing address is 10295 Collins Avenue #1521, Miami Beach, FL 33154.

**ARTICLE IX****INDEBTEDNESS**

The outstanding indebtedness of this Corporation shall be unlimited.

**ARTICLE X****DIRECTORS**

The number of directors of the Corporation shall be not less than one (1) nor more than five (5) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

**NAME****ADDRESS**

Fernando Williams

10295 Collins Avenue #1521  
Miami Beach, FL 33154

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**ARTICLE XI****SUBSCRIBERS**

The name and address of each subscriber to the capital stock of this Corporation, and the number of shares of stock each agrees to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Fernando Williams	10295 Collins Avenue #1521 Miami Beach, FL 33154	100

**ARTICLE XII****CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this 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 Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

**H00000058475 5****ARTICLE XIII****AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

**ARTICLE XIV**

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its Stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation. The Board of Directors, from time to time, shall determine whether or not and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

WHEREAS, this Corporation is and shall be a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code and there is not now outstanding any offering or portion thereof of this Corporation to sell or issue any of its stock except as provided in Article III of these Articles of Incorporation, being a sale to the original subscribers, who were issued or will be issued a total of 100 shares authorized, which is the maximum amount that can be issued within one year from this date in accordance with the plan adopted by the Board of Directors.

WHEREAS, it is further deemed advisable that the subscription, sale and issue of such

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shares be effectuated in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code. The Corporation, and the parties hereto, are authorized to and shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954 amended, and the regulations issued thereunder.


IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

  
Fernando Williams

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

BEFORE ME, the undersigned authority, this day personally appeared the above within named Fernando Williams, known by me to be the person who executed the foregoing Articles of Incorporation of EXHIBIUM GROUP, INC., who acknowledged before me, according to Law, that she made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State last aforesaid, this 6<sup>th</sup> day of November, 2000.

  
Notary Public, State of Florida  
My Commission Expires: Michael S Tobin  
My Commission CC768547  
Expires September 27, 2002

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That EXHIBIUM GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 2800 Biscayne Blvd. #777, Miami, FL 33137, City of Miami, County of Miami-Dade, has named Fernando Williams, located at 10295 Collins Avenue #1521, Miami Beach, FL 33154, City of Miami Beach, County of Miami-Dade, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

EXHIBIUM GROUP, INC.

BY:

Fernando Williams  
Registered Agent

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