

DEC 08 2000 11:39 FR PROSKAUER ROSE

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** TX STATUS REPORT **

AS OF DEC 07 2000 16:54 PAGE.01

PROSKAUER ROSE

| DATE | TIME | TO/FROM | MODE | MIN/SEC | PGS | JOB# | STATUS |
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PROSKAUER ROSE

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Florida Department of State

Division of Corporations

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Account Number : 074673001063
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Partners
DRACOS INTERNATIONAL, INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
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**ARTICLES OF INCORPORATION
OF
DRACOS PARTNERS INTERNATIONAL, INC.**

Article I.

Name

The name of the corporation is DRACOS PARTNERS INTERNATIONAL, INC.

Article II.

Duration

The corporation shall have perpetual existence.

Article III.

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV.

Address

The principal place of business of the corporation shall be 75 Prospect Road, Suite 4C, Oakland Park, Florida 33334.

Article V.

Capital Stock

The total number of shares of stock which the Corporation shall have the authority to issue 40,000,000 shares, of which 20,000,000 shall be Common Stock, having a par value of \$.001 per share and 20,000,000 shall be Preferred Stock, having a par value of \$.001 per share. The Board of Directors may authorize the issuance from time to time of the Preferred Stock in one or more series and with such designations and such powers, preferences and rights, and the qualifications, limitations or restrictions thereof (which may differ with respect to each series) and such powers as the Board may fix by resolution.

Article VI.

Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 1201 S. Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of the corporation at that address is CT Corporation System.

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Article VII.
Initial Board of Directors

The corporation shall have four directors initially. The number of directors may be increased or diminished from time to time in accordance with the bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Cindy Hilty
75 Prospect Road, Suite 4C
Oakland Park, Florida 33334

Andrew Cole
75 Prospect Road, Suite 4C
Oakland Park, Florida 33334

Charles Cole
75 Prospect Road, Suite 4C
Oakland Park, Florida 33334

Steven Long
75 Prospect Road, Suite 4C
Oakland Park, Florida 33334

Article VIII.
Incorporator

The name and address of the person signing these Articles of Incorporation is Andrew D. Levy, 2255 Glades Road, Suite 340 West, Boca Raton, Florida 33431.

Article IX.
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X.
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final

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disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI.
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII.
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon the filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of December, 2000.



Andrew D. Levy
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATE CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

CT Corporation System

By:


Registered Agent
VICKY GOLDSTEIN

SPECIAL ASSISTANT SECRETARY

Dated:

12/7/00

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00 DEC -8 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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