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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 JAN 25 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: BLUWORKS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500003575545--8
-01/25/01--01106--006
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☒ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Jose A. Reygadas
Name (Printed or typed)
100 SE 2ND. ST. SUITE 2600
Address
MIAMI, FL 33131
City, State & Zip
(305) 350-9155
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

✓
gj 1/26

ARTICLES OF INCORPORATION

OF

BLUWORKS, INC.

ARTICLE I

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

ARTICLE II

The address of the principal office and the mailing address of the corporation is: 100 SE 2ND St. Miami, Florida, 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having no par value.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The address of the Corporation's initial registered office and the name of its initial registered agent are:

Jose A. Reygadas c/o
Reygadas & Assoc.
100 SE 2ND St.
Miami, Florida, 33131

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the

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exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of Directors constituting the initial Board of Directors is two (2), and the names of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Juan Antonio Garcia, President	125 Jefferson Avenue, Suite 117 Miami Beach, Florida, 33139
Jose A. Reygadas, Vice-president	125 Jefferson Avenue, Suite 117 Miami Beach, Florida, 33139

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ARTICLE VII

The name of the Incorporator is Jose A. Reygadas and the address of the Incorporator is 100 SE 2ND St. Miami, Florida, 33131

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19 day of January, 2001.

Jose A. Reygadas

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **BLUWORKS, INC.** hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Jose A. Reygadas

As Registered Agent

Dated: 01/19/, 2001