

PA1000019112

TRANSMITTAL LETTER

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

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-02/20/01--01050--010
*****87.50 *****87.50

SUBJECT: B2B AMERICA CORP.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: EUGENIO CRESPO.
Name (Printed or typed)
5255 NW 112 Ave #108
Address
MIAMI - FL - 33178
City, State & Zip
305-591-1473
Daytime Telephone number

FILED
01 FEB 20 PM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

2-21-01
WPC

ARTICLES OF INCORPORATION OF

B2B AMERICA CORP.

The undersigned, acknowledges and files in the office of the State of Florida, for the purpose of forming a Corporation for profit, in accordance with the laws of the State of Florida, these articles of incorporation as by law provided.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be: B2B AMERICA CORP.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be:

5255 NW 112nd. Ave. #108
Miami, FL 33178

ARTICLE III

PURPOSE

The general nature of the business to be transacted by this Corporation shall be:

To transact any and all lawful business for which corporations may be incorporated under de Laws of the State of Florida.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all other powers, either as principal agent or broker, conferred by the laws of Florida upon Corporation formed under the laws of the States, and which now or hereafter may be authorized by law.

ARTICLE IV

SHARES

The authorized capital stock of this Corporation shall consist of one thousand (1000) shares of common stock with no (\$0) par value. Any consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V

MANNER OF ELECTIONS OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than two (2) Directors at any time.

ARTICLE VI

FIRST BOARD OF DIRECTORS

The number of Directors consisting of the Board of Directors of the Corporation is (2) as follows

- a) EUGENIO CRESPO
5255 NW 112nd. Ave. #108
Miami, FL 33178
- b) EDGARDO FERNANDEZ
10511 SW 161ST. AVE.
MIAMI, FL 33196

ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial agent for the Corporation is:

EUGENIO CRESPO
5255 NW 112nd. Ave. #108
Miami, FL 33178

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator of the Corporation is:

EUGENIO CRESPO
5255 NW 112nd. Ave. #108
Miami, FL 33178

ARTICLE IX

EXISTENCE

The Corporation shall have perpetual existence.

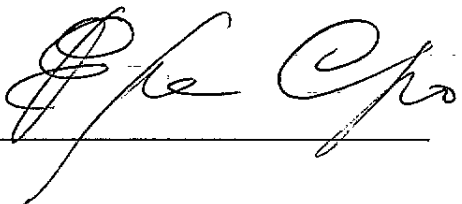
ARTICLE X

GENERAL PROVISIONS

- (a) The private property of any shareholder shall not be subject to the payments of any corporate debts to any extent whatsoever;
- (b) A Director of the Corporation may transact business, borrow, lend, finance or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the law of the United States;
- (c) The Corporation shall indemnify each Director and Officer of the Corporation against all or any of all expenses reasonably incurred by him in connection with or arising out of any action, suit, or proceeding, in which he may be involved, by reason of his being or having an Officer or Director of the Corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested Directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a Director or Officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of February 2001.

BY: _____

 EUGENIO CRESPO

STATE OF FLORIDA

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

Pursuant to the provisions of Section 607.0501 or 617.0505, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

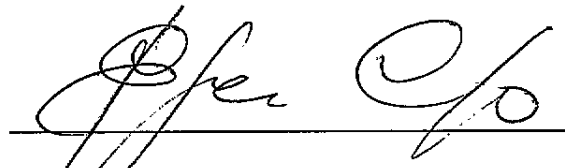
- I. The name of the Corporation is: B2B AMERICA CORP.
- II. The name and address of the registered agent and office is:

EUGENIO CRESPO
5255 NW 112nd. Ave. #108
Miami, FL 33178

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the avobe stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statues 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.

BY:


EUGENIO CRESPO

DATED: February 16, 2001
Miami, Florida