

PO1000019912
VOCE INTERNATIONAL GROUP of COs. LTD.
Mailing Address: P.O. Box 8002
Ft. Lauderdale, FL 33310
Contact: (954)-566-2707/8
(954)-565-6793 Fax

To: Whom It May Concern:

Department of State
Division of Corporations
409 Gains Street,
Tallahassee, FL 32399

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Dear Sir or Madam:

Here along with this letter enclosed are the Articles of Incorporation for a new corporation that we are applying for and seeking your approval to pursue business here in the State of Florida abiding by all the rules and regulations of the state. We are also sending you the filing fee + the fee for a certified copy of the articles of Incorporation, in the amount of \$87.50.

We, therefore, request you to accept our application and send us a certified copy as soon as it is ready in the following P.O. Box address:

C/O Voce International Group of COs. Ltd
PO Box 8002
Fort Lauderdale, FL 33310

If you have any question, feel free to call us at our office number at (954)-566-2707

Sincerely,



Dr. Allan G.S Voce
For
Voce International Group of COs. Ltd.

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01 FEB 22 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executive Offices 1925 NE 45th ST. Suite-234, Ft. Lauderdale, FL 33308
GOD DIRECTS OUR BUSINESS

gj/23

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
BETHESDA DEVELOPMENT CORPORATION, INC.

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida.

ARTICLE I

The name of the corporation shall be:

BETHESDA DEVELOPMENT CORPORATION, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do via:

To engage in and carry on any business activities permitted under the laws of United States and The State of Florida.

To act as general contractors, builders, developers, sub-contractors and/or consultants in the building construction and development industry or otherwise of similar nature

To conduct business in any of the capacities mentioned above-and not restricted to the conducting of business for BETHESDA DEVELOPMENT CORPORATION, INC.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in lull actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporation seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal by-laws, not inconsistent with law, or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership and calling and holding of meetings of its stockholders.

Make and enter into all the contracts necessary and proper for the conduct or its business.

Conduct business, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property and buy hold mortgage sell convey or otherwise dispose of franchises in its state and in

any of several states, territories, possessions and dependencies of the United States, the District of Columbia and in Foreign countries. Purchase of the corporate assets of any other corporation and engage in the same character of business. Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses to other rights or interests there under or therein. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of Incorporation or any amendments thereof.

Contract debts and borrow money at such rates in interest not to exceed the lawful interest rate and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidence or indebtedness, whether secured or unsecured and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and board of directors deem expedient.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Thousand (5000) Common Shares of One Dollar (1.00) Par Value.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business will not be less than \$500.00.

ARTICLE V

EXISTENCE OF CORPORATION

The existence of this corporation of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at – 1925 NE 45th Ft Lauderdale, Florida, 33308 and the mailing address shall be the same.

ARTICLE VII

NUMBER OF DIRECTORS

- a. The business of this corporation shall be conducted and managed by its board of Directors, and such board of directors shall consist of not less than three (3) members. A majority of the 1st board of directors named below shall have the power to approve and adopt the by-laws of this corporation until their successors are elected or appointed.
- b. The qualifications, time and place of election and term of office of each director shall be as provided for in the by-laws of the corporation.

- c. The officers of this corporation may consist of a President and Treasurer, a Secretary and Assistant Treasurer, and a vice president, and such duties as may be prescribed by such by-laws.
- d. A director may be removed with or without cause at any annual or special meeting of the stockholders only upon affirmative vote of stockholders of fifty percent (50%) of stock present and voting.

ARTICLE VIII & IX

The names and post office address of the first Board of Directors, who, unless otherwise provided by the by-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Vaughn D. Smith	4000 Bailey Road. Ft. Lauderdale, Florida, 33319.	President
Marlyn Smith	4000 Bailey Road. Ft. Lauderdale, Florida, 33319.	1 st Vice-President / Secretary
Dr. Allan G.S. Voce	1925 NE 45 th Street, #234, Ft. Lauderdale, Florida, 33308.	Treasurer / 2 nd Vice - President

ARTICLE X

In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any wise affected by the fact that such director or directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the corporation upon such contract or obligation; PROVIDED, HOWEVER, that in any such case, the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in preference to such contract or transaction. No director or directors having disclosed such adverse interests shall be liable to the corporation or to any shareholders or creditors thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any director or directors be accountable for any gains or profits realized thereon. Provided, also that such contract or transaction shall, at the time which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE XI

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him/her in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses include attorneys' fees and the cost of reasonable settlements made with a view of curtailment of cost of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceedings to have been derelict in the performance of the duty, as such officer or director. Such right or indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law and the rights of indemnification shall inure to the benefit of the heirs, executors, and the administrator of any such director or officer.

ARTICLE XII

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon financial statements of the corporation represented to him/her to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Account to fairly reflect the financial condition of the

corporation, nor shall he be liable, if in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XIII

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 them to the Stockholders, and approved by a stockholders' meeting by fifty percent (50%) of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XIV


Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth of the action shall be signed by all, but not less than all, of the share holders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent in shall have the same effect as unanimous vote at a shareholders' meeting. If all the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing to any action taken or to be taken by the corporation, and the writing or

writing evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

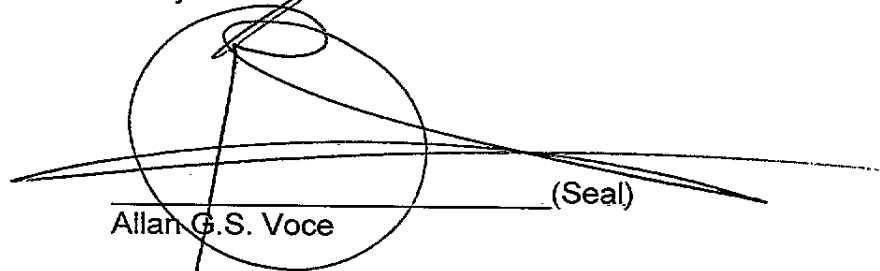
ARTICLE XV

The CEO will at any justifiable circumstance(s) Veto any business act Exercised by any director and or officer – which he interprets is not in the best interest of the corporation.

IN WITNESS WHEREOF, Subscribers have hereunto set their hand and Seal this 21st Day of February 2001.


Vaughn D. Smith (Seal)


Markyn Smith (Seal)


Allan G.S. Voce (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF BROWARD)

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 01 FEB 22 AM 9:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this date, BEFORE ME, a notary public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Vaughn D. Smith, Marlyn Smith and Allan G. S. Voce, to me well known to be the persons described in, and who executed the foregoing Articles of Incorporation, they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and county

Aforesaid this 21st Day of February 2001.



Michael Stephen Lindell
 NOTARY PUBLIC-STATE OF FLORIDA

MY COMMISSION EXPIRES: 6/6/02

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 provisions of said act relative to keeping open and said office.

Allan G. S. Voce
 Allan G. S. Voce (Agent)