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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

eb2bservices.org, Inc.

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**FLORIDA DEPARTMENT OF STATE**  
**Katherine Harris**  
**Secretary of State**

**February 28, 2001**

**EMPIRE**

**SUBJECT: EB2BSERVICES.ORG, INC.**  
**REF: W01000004633**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

**ARTICLE XII THE SPELLING OF THE REGISTERED AGENTS NAME.**

If you have any further questions concerning your document, please call (850) 487-6067.

**Neysa Culligan**  
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**Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314**

**305 541 3770 P.01/06**

**EMPIRE CORP**

**FEB-28-2001 15:27**

These Articles were prepared by  
M. CRISTINA DEL-VALLE, P.A.  
801 Brickell Avenue, Suite 1901  
Miami, FL 33131 (305) 574-7700

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ARTICLES OF INCORPORATION OF  
eb2bservices.org, Inc.  
a Florida corporation

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida

ARTICLE I- NAME

The name of the corporation (hereinafter called the "Corporation") is:  
eb2bservices.org, Inc.

ARTICLE II- COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of filing of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE II- PURPOSE

The corporation is organized for the purpose of engaging in B2B commerce and of engaging in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV- STATED CAPITAL

The corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V- BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

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The corporation shall have ONE (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by laws of the corporation.

The name(s) and street address(es) of the initial director(s) who shall hold office until their successor(s), who shall be chosen at the first meeting of the stockholders, has/have qualified shall be:

NAME:

RODOLFO E. GONZALEZ

ADDRESS:

199 OCEAN LANE DRIVE #1012  
KEY BISCAYNE, FL 33149

#### ARTICLE VI- INITIAL OFFICERS

The initial officers of the corporation are:

PRESIDENT, VICE-PRESIDENT, SECRETARY & TREASURER:  
RODOLFO E GONZALEZ

#### ARTICLE VII- INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE VIII- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE IX- AMENDMENT

These articles of incorporation may be amended at any time by a vote of majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

#### ARTICLE X- INCORPORATOR

The name(s) and address(es) of the incorporator(s) to these articles of incorporation is/are:

RODOLFO E. GONZALEZ

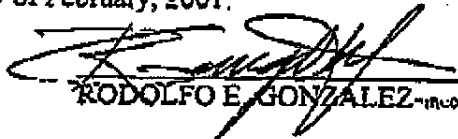
199 OCEAN LANE DRIVE #1012  
KEY BISCAYNE, FL 33149

#### ARTICLE XI- PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

199 OCEAN LANE DRIVE #1012, KEY BISCAYNE, FL 33149

IN WITNESS WHEREOF, the undersigned, as incorporator(s) hereby executes these Articles of Incorporation this 27<sup>th</sup> day of February, 2001.

  
RODOLFO E. GONZALEZ-incorporator

**ARTICLE XII- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and mailing address of the corporation is **RODOLFO E. GONZALEZ** 199 OCEAN LANE DRIVE, #1012, KEY BISCAVNE, FL 33149 and the name of the registered agent at that address is **RODOLFO E. GONZALEZ**.

  
RODOLFO E. GONZALEZ - registered agent

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **RODOLFO E. GONZALEZ**, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 27<sup>th</sup> day of FEBRUARY, 2001 at Miami, DADE COUNTY, Florida.



M. Cristina Del-Valle  
MY COMMISSION # CC033714 EXPIRES  
January 25, 2004  
BONDED THRU TFCF FARM INSURANCE, INC.

  
NOTARY PUBLIC

My commission expires:

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Corporation Act, the undersigned does hereby accept appointment as registered agent on whom process may be served within the State of Florida at 199 Ocean Lane Drive # 1012, Key Biscayne, FL 33149 for the proposed domestic corporation named in the foregoing Articles of Incorporation and does hereby accept the obligations of FS 607.325

DATED this 27<sup>th</sup> day of FEBRUARY, 2001.

  
RODOLFO E. GONZALEZ

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **RODOLFO E. GONZALEZ**, known to me and known by me to be the person who executed the foregoing Acceptance of Appointment by Registered Agent.

WITNESS my hand and official seal this 27<sup>th</sup> day of FEBRUARY, 2001.

  
NOTARY PUBLIC

My commission expires:



M. Cristina Del-Valle  
MY COMMISSION # CC033714 EXPIRES  
January 25, 2004  
BONDED THRU TFCF FARM INSURANCE, INC.

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. NAME OF CORPORATION: eb2bservices.org, Inc.
2. NAME & ADDRESS OF REGISTERED AGENT/REGISTERED OFFICE IS:  
**RODOLFO E. GONZALEZ**  
**199 OCEAN LANE DRIVE #1012**  
**KEY BISCAYNE, FL 33149**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, 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.

  
 RODOLFO E. GONZALEZ

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