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TRANSMITTAL LETTER

FILED

01 APR 19 PM 2:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: CANTAX USA, INC.

(PROPOSED CORPORATE NAME — MUST INCLUDE SUFFIX)

900004032989--9
-04/19/01--01075--005
*****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: Robert Boisvert CGA
Name (Printed or Typed)

2661 South Course Drive, Building 21 Suite 602
Address

Pompano Beach, FL 33069-3945
City, State & Zip

(954-) 592-2698
Daytime Telephone Number

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

ARTICLES OF INCORPORATION
OF
CANTAX USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the corporation is **CANTAX USA, INC.**, (hereinafter called "Corporation").

ARTICLE 2 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 2661 South Course Drive, Building 21, Suite 602, Pompano Beach, Florida 33069-3945 and the mailing address is the same.

ARTICLE 3 – PURPOSE OF CORPORATION

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4 - SHARES

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

4.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

4.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

ARTICLE 4 – SHARES (Cont'd)

4.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 5 – OFFICERS/DIRECTORS

The officers of the Corporation shall be:

President:	Robert Boisvert CGA
Secretary:	Robert Boisvert CGA
Treasurer:	Robert Boisvert CGA

whose addresses shall be the same as the principal office of the Corporation.

The Director(s) of the Corporation shall be:

Robert Boisvert CGA

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 – REGISTERED AGENT

The initial address of the registered office of this Corporation is Robert Boisvert CGA, 2661 South Course Drive, Building 21 Condo 602, Pompano Beach, FL 33069-3945. The name and address of the registered agent of this Corporation is Robert Boisvert CGA, 2661 South Course Drive, Building 21 Condo 602, Pompano Beach, FL 33069-3945.

ARTICLE 7 – INCORPORATOR

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

Robert Boisvert CGA
2661 South Course Drive,
Building 21 Condo 602,
Pompano Beach, FL 33069-3945.

ARTICLE 8 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of the stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.


ARTICLE 15 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 16 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees or agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the forgoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

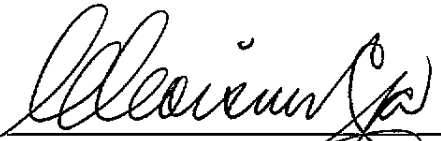
IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the forgoing Articles of Incorporation under the laws of
the State of Florida, this April 16th, 2001.


Robert Boisvert CGA, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVE**

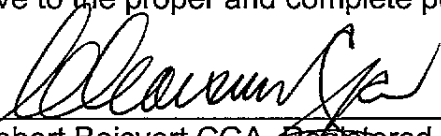
IN COMPLIANCE WITH SECTION 48.091, OF THE FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

FIRST – That CANTAX USA, INC. desiring to organize or qualify under the laws
of the State of Florida, with its principal business at City of Pompano Beach,
State of Florida, has named its agent to accept service of process within Florida


Robert Boisvert CGA, Incorporator

Date: April 16th 2001

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I HEREBY AGREE to act
in this capacity, and I FURTHER AGREE to comply with the provisions of all
relative to the proper and complete performance on my duties.

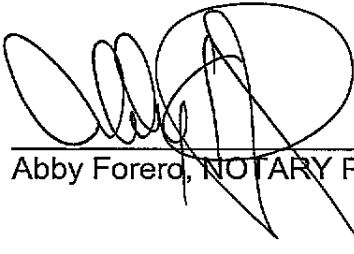
BY: 
Robert Boisvert CGA, Registered Agent

Date: April 16th 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FOREGOING INSTRUMENT, was acknowledged before me this 16th day of April 2001 by Robert Boisvert CGA, who is personally known to me or who has produced his driver's license as identification and who did take an oath.

Witness my hand and official seal in the county and State last aforesaid this day and year above written.

A handwritten signature in black ink, appearing to read 'Abby Forero', is written over a horizontal line.

Abby Forero, NOTARY PUBLIC

NOTARY PUBLIC - STATE OF FLORIDA
ABIGAIL T. FORERO
COMMISSION # CC723183
EXPIRES 3/9/2002
BONDED THRU ASA 1-888-NOTARY1