

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P010000045441

North Bay International Corp.

FILED
01 MAY -7 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-05/07/01--01049--025
****137.50 ****137.50

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- ☒ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
01 MAY -7 AM 10:49
TO BE FILED
SUFFICIENT FOR FILING

Signature _____

Requested by: SX 5/7/01 10:31
Name Date Time

Walk-In _____ Will Pick Up _____

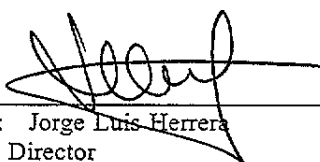
J. BRYAN MAY - 7 2001

CERTIFICATE OF DOMESTICATION

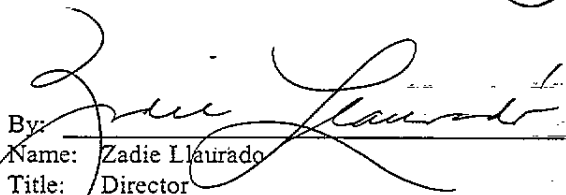
The undersigned, Jorge Luis Herrera, Maria Patricia Diaz and Zadio Llauro, all of the Directors of NORTH BAY INTERNATIONAL CORP., a Panamanian corporation (the "Corporation") as authorized and empowered in the resolutions of Special Meeting of Shareholders of the Corporation held in Panama, Republic of Panama, on April 30, 2001, attached hereto together with the Certificate of Corporate Resolutions, state:

1. That under the provisions of Florida Statute §607.1801, NORTH BAY INTERNATIONAL CORP., organized under the laws of the Republic of Panama on September 3, 1998, hereby elects to change its seat and place of incorporation to the State of Florida, United States of America.
2. That under the provisions of Article 11E of the Commercial Code of the Republic of Panama, corporations can change the seat of incorporation by resolution to the effect taken by its stockholders.
3. That NORTH BAY INTERNATIONAL CORP. was incorporated in the city of Panama, Republic of Panama, by Public Deed No. 5,705, dated September 3, 1998, before Civil Notary of the city of Panama, Raquel Torrijos de Gomez.
4. That the name of the Corporation prior to the filing of this Certificate was NORTH BAY INTERNATIONAL CORP.
5. That the name set forth in the Articles of Incorporation in accordance with Florida Statute §607.0120, is NORTH BAY INTERNATIONAL CORP.
6. That the jurisdiction that constitute the seat, siege social, or principal place of business or central administration of the Corporation immediately prior to the filing of this Certificate of Incorporation is the city of Panama, Republic of Panama.
7. That the five hundred (500) shares issued by NORTH BAY INTERNATIONAL CORP. when first organized in the city of Panama, Republic of Panama on September 3, 1998, have been canceled and exchanged for 1000 nominative shares issued by said Corporation as a domesticated Florida corporation.

NORTH BAY INTERNATIONAL CORP.

By: 
Name: Jorge Luis Herrera
Title: Director

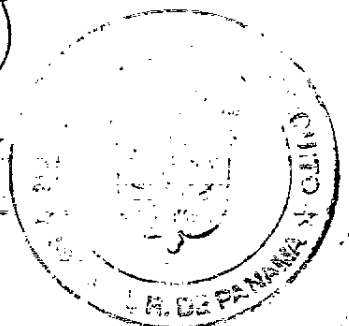
By: 
Name: Maria Patricia Diaz
Title: Director

By: 
Name: Zadio Llauro
Title: Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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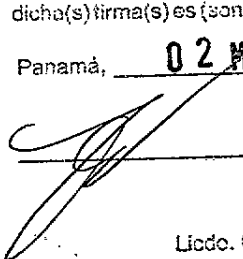
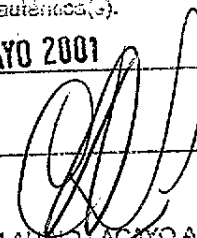



17
CLAUDIO LACAYO ALVAREZ, Notario Público Tercero del
Circuito de Panamá, con cédula de identidad personal No. 4-101-2544

CERTIFICA

Que: La(s) firma(s) que aparece(n) en el presente documento ha(n) sido
reconocida(s) por el (los) firmante(s) como suya(s) por consiguiente
dicha(s) firma(s) es (son) auténtica(s).

Panamá, 02 MAYO 2001




Licdo. CLAUDIO LACAYO ALVAREZ
Notario Público Tercero



FILED
01 MAY -7 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLAUDIO LACAYO ALVAREZ, Notary Public Third
of the Circuit of Panama, with Personal Identity
Card No. 4-101-2344

CERTIFIES:

That the foregoing signature(s) appearing from this
document has/have been acknowledged by the
signatory(ies) and therefore is/are authentic(s).

Panama, 2 of May, 2001

(Signature)

(Signature)

(NOTARY SEAL)

Witness

Witness

(Signature)

LIC. CLAUDIO LACAYO ALVAREZ

Public Notary Third

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared FRANK R. S. FABRE,
who after first being duly sworn deposes and says:

1. That he is an attorney duly licensed to practice law in the
State of Florida, with offices at 717 Ponce de Leon Boulevard, Suite 234,
Coral Gables, Florida 33134.

2. That she is proficient in both the English and Spanish
languages.

3. That the above is a true English translation of the
acknowledgment appearing from the foregoing document.

FURTHER AFFIANT SAYETH NAUGHT.

FRANK R. S. FABRE

The foregoing instrument was acknowledged before me this 4th day of May,
2001, by FRANK R. S. FABRE, who is personally known to me and did take an
oath.



Maria C. Cueto
Commission # CC 770627
Expires OCT. 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

**ARTICLES OF INCORPORATION
OF
NORTH BAY INTERNATIONAL CORP.**

FILED
01 MAY -7 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **NORTH BAY INTERNATIONAL CORP.**

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on September 3, 1998, the date of incorporation of the corporation under the laws of the Republic of Panama and, having elected to change its seat to the State of Florida, hereby files this Certificate of Incorporation pursuant to Section 607.1801 of the Florida Statutes, as amended, for its operation in this State as a Florida corporation.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares". The original 500 nominative shares originally issued by the corporation are hereby canceled and declared null and void.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134. The initial resident agent of this corporation is: Frank R. S. Fabre, Esq., 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never

be less than one (1). The names and addresses of the initial Directors and first officers who shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

Jorge Luis Herrera Calle 50 Edificio Plaza Bancomer, 19th Floor Panama, Republic of Panama	President/Director
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Maria Patricia Diaz Calle 50 Edificio Plaza Bancomer, 19th Floor Panama, Republic of Panama	Treasurer/Director
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Zadie Llaurado Calle 50 Edificio Plaza Bancomer, 19th Floor Panama, Republic of Panama	Secretary/Director
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Frank R. S. Fabre 717 Ponce de Leon Blvd. Suite 234 Coral Gables, Fl. 33134	Assistant Secretary
--	----------------------------

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATION

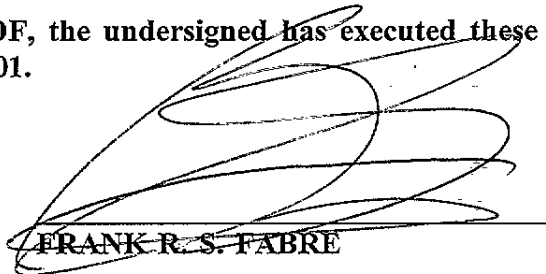
The name and address of the person signing these Articles is:

Frank R. S. Fabre 717 Ponce de Leon Blvd.
Suite 234
Coral Gables, Florida 33134

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of May, 2001.

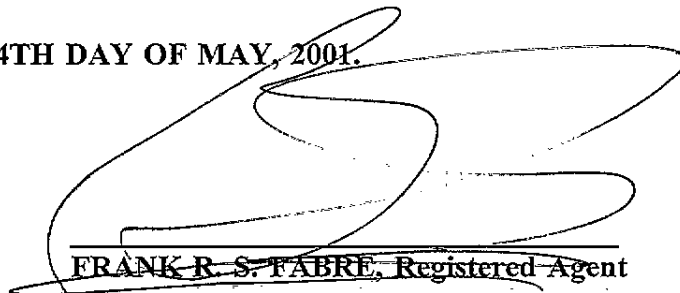


FRANK R. S. FABRE

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 4TH DAY OF MAY, 2001.




FRANK R. S. FABRE, Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing was acknowledged before me, this 4th day of May, 2001, by FRANK R. S. FABRE, to me known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of NORTH BAY INTERNATIONAL CORP. He is personally known to me and did take an oath.



 Maria C. Cueto
Commission # CC 770627
Expires OCT. 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

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