

P0100000-45665

GLENN G. KOLK

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April 25, 2001

DEPARTMENT OF STATE

Division of Corporations

P. O. Box 6327

Tallahassee, Florida 32314

000004092310--4  
-04/30/01--01118--007  
\*\*\*\*140.00 \*\*\*\*70.00

Re: Overseas Technical Services, Inc. - Dissolution - New Corporation

Dear Madam or Sir:

I represent in this matter both the present corporation, Overseas Technical Services, Inc., (P 99 0000 92878), and the proposed new corporation which wishes to adopt the same name. This process is part of a business transaction wherein the business and asstes, *including the name* of the old corporation is being transferred to a newly formed corporation.

To accomplish this the parties, all my clients, have authorized the existing corporation to change its name to "Old OTS, Inc." This will open up the use of the name, provided the old corporation consents, for the new entity. Thus enclosed are the Articles of Incorporation for a new corporation using the name "Overseas Technical Services, Inc."

As a follow on matter, we wish to dissolve the existing corporation, now under the name "Old OTS, Inc." and Articles of Dissolution are enclosed for that purpose.

The two \$35 filing fees for the Articles Amendment and Dissolution, plus the fee \$70 for the new corporation are enclosed.

Should there be any question or problem, please contact the undersigned by phone or email. Thank you for your attention to this matter.

Very truly yours,

  
Glenn G. Kolk

FILED  
01 APR 30 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Encl.

cc: Mr. A. Mangachi

New Provision

S. PAYNE MAY 8 - 2001

FILED

**ARTICLES OF INCORPORATION**  
*of*  
**OVERSEAS TECHNICAL SERVICES, INC.**

01 APR 30 PM 2: 55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article One - Name**

The name of this corporation is OVERSEAS TECHNICAL SERVICES, INC.

**Article Two - Duration**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

**Article Three - Purpose**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and anywhere else in the world it may conduct business, and it may qualify and engage in such business or businesses anywhere in the world where it may be legal to do so.

**Article Four - 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."

**Article Five - Initial Registered Agent and Principal Office Address**

The name and street address of the initial registered agent of this corporation is Alfredo Mangachi, 3050 Biscayne Boulevard, Suite 202, Miami, Florida 33137. The principal office address of this corporation is 3050 Biscayne Boulevard, Suite 202, Miami, Florida 33137.

**Article Six - Initial Board of Directors**

This Corporation shall have not more than three (3) directors. The number of directors may be increased or diminished from time to time only by a vote of the shareholders and vacancies in the Board of Directors shall only be filled by the shareholders.

The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Alfredo Mangachi	3050 Biscayne Boulevard, Suite 202 Miami, Florida 33137

**Article Seven - By-Laws**

The By-Laws of this corporation may be adopted, altered, amended or repealed only by the shareholders.

**Article Eight - Indemnification**

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

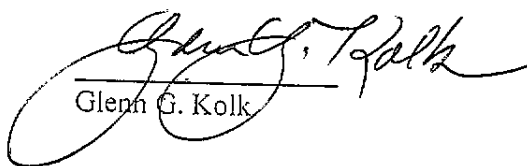
**Article Nine - Incorporator**

The name and address of the person signing these Articles is  
Glenn G. Kolk, 520 Brickell Key Drive, Suite 1606, Miami, Florida 33131.

**Article Ten - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of April, 2001.

  
Glenn G. Kolk

### Acceptance of Registered Agent

Having been named to accept service of process for the above corporation at the place designated in Article Five 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 the duties of a registered agent.

Dated this April 25, 2001  
~~12th day of October, 1999.~~

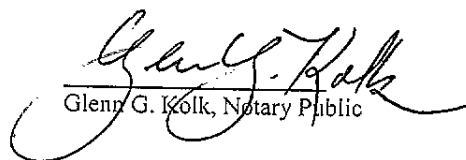
  
Alfredo Mangachi

STATE OF FLORIDA            )  
  )  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned authority, personally appeared ALFREDO MANGACHI who is personally known to me, and who after first being duly sworn by me acknowledged his signature of the Articles of Incorporation as Incorporator and his acceptance of the appointment by the above corporation as its registered agent.

This certificate is dated April 25, 2001.



  
Glenn G. Kolk, Notary Public