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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

DACARE ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAY 14 PM 2:47

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B. McKnight

MAY 14 2001

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③ **ARTICLES OF INCORPORATION**  
**OF**  
**DACARE ENTERPRISES, INC.**

**ARTICLE I- Name**

**DACARE ENTERPRISES , INC.**

**ARTICLE II- Address**

1800 SW First Street # 208  
Miami, Florida 33135

**ARTICLE III-Duration**

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE IV Purpose**

This Corporation is organized for the purpose of transacting any or all lawful business as a representative agency for the purpose of investing in a local Enterprise.

**ARTICLE V- Capital Stock**

This Corporation is authorized to issue 100 Shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

**ARTICLE VI- Pre-Emptive Rights**

Every shareholder, upon sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

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### **ARTICLE VII- Initial Registered Agent**

The street address of the Initial Registered Office of this Corporation is:

GUZMAN & ASSOCIATES, INC.  
C/O Josephine Guzman CLA  
1800-SW 1 Street # 208  
Miami, Florida 33135

### **ARTICLE VIII- Initial Board of Directors**

This Corporation shall have two (2) Directors constituting the Initial Board of Directors. The number of Directors may either be increased or decreased from time to time by the By Laws, however, there shall never be less than (2) One Directors. The name(s) and address(es) of the Initial Board Of Directors of the Corporation is:

Carlos Olinto Marquez- President/Director  
Los Chorros de Milla  
Calle El Conuco Qta. Serrania  
Merida, Venezuela

Gisela Parra Marquez- Vice-President/Secretary/Treasurer  
Los Chorros De Milla  
Calle El Conuco Qta. Serrania  
Merida, Venezuela

### **ARTICLE IX- Incorporators**

The Name and address of the Incorporator signing these articles is:

Carlos Olinto Marquez  
Los Chorros De Milla  
Calle El Conuco Qta. Serrania  
Merida, Venezuela

### **ARTICLE X- Indemnification**

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by Law.

## ARTICLE XI- Amendments

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 1<sup>st</sup> day of May, 2001.

By: 

Carlos Olinto Marquez President/Director  
DACARE ENTERPRISES, INC.

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State of Florida and Miami-Dade County, personally appeared Carlos Olinto Marquez President/Director of DACARE ENTERPRISES, INC. known to be the person who executed and signed these foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State of Florida, County of Miami-Dade,

This  day of May 2001.

My Commission Expires:  
03/12/2002

## CC 724066

Notary Public State Of Florida At Large

Prepared by: GUZMAN & ASSOCIATES, INC.  
C/O Josephine Guzman, CLA  
1800 SW 1 Street # 208  
Miami, Florida 33135  
Tel: (305) 644-8822  
Fax: (305) 649-3059

NOTARY PUBLIC - STATE OF FLORIDA  
JOSEPHINE GUZMAN-CANTERA  
COMMISSION # CC724066  
EXPIRES 3/12/2002  
BONDED THRU ASA 1-888-NOTARY

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

Pursuant to the Provisions of Section 607, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Agent, in the State Of Florida.

**1. Name of the Corporation is:**

**DACARE ENTERPRISES, INC.**

**2. The Name and Address of the Registered Agent Office is:**

**GUZMAN & ASSOCIATES  
C/O Josephine Guzman CLA**

\_\_\_\_\_  
(Name)

**1800 SW 1 Street Suite # 208**

\_\_\_\_\_  
(P.O. Box or Mail Drop NOT Acceptable)

**Miami, Florida 33135**

\_\_\_\_\_  
(City/State/Zip)

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*Having been named as registered agent and 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 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. I am familiar with and accept the obligations of my position as Registered Agent.*

05/01/01

\_\_\_\_\_  
(Signature) Josephine Guzman  
on behalf of GUZMAN & ASSOCIATES, INC.

\_\_\_\_\_  
(Date)

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