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**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ABSOLUTE CORPORATE SOLUTIONS INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

2001 MAY 23 PM 1:57

SEDLER & ASSOCIATES  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

\* 5/22/01

FILED

2001 MAY 23 PM 1:57

ARTICLES OF INCORPORATION  
OF  
ABSOLUTE CORPORATE SOLUTIONS INC. SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby organize and incorporate a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Absolute Corporate Solutions Inc.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws if the United States, the State of Florida or any other state, county, nation or territory.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00)

## ARTICLE V

### BEGINNING OF CORPORATE EXISTENCE

The date of corporate existence shall be the time of subscription and acknowledgment of these Articles of Incorporation.

## ARTICLE VI

### TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII

### ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida: 6833 SW 38<sup>th</sup>. Street, Miami, FL. 33155-3728

## ARTICLE VIII

### DIRECTORS

This corporation shall have (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses, reasonably incurred by him/her in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or

reimburse such person in any proper case even though no specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact he or she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with the like force and effect as if he or she were not a director or officer of such other corporation or not so interested.

## ARTICLE IX

### INITIAL DIRECTORS

The name and post office address of the initial directors of the corporation is:

William E. Jacoby, 6833 SW 38<sup>th</sup>. Street, Miami, FL 33155-3728

## ARTICLE X

### INITIAL SUBSCRIBERS

The name and post office address of the initial subscribers of these Articles of Incorporation is:

William E. Jacoby, 6833 SW 38<sup>th</sup>. Street, Miami, FL 33155-3728

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

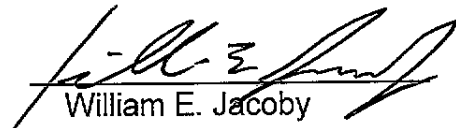
The registered office and registered agent of the Corporation shall be:  
William E. Jacoby, 6833 SW 38<sup>th</sup>. Street, Miami, FL 33155-3728

ARTICLE XII

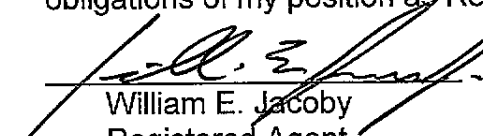
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal and have acknowledged and filed in the Office of the Secretary or State of the State of Florida, as subscribers of the foregoing Articles of Incorporation, at Miami, Florida, this 22<sup>nd</sup> day of May 2001

  
William E. Jacoby  
Director/President

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 and agree to act in this capacity. I further agree to comply with the provisions of all Status relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

  
William E. Jacoby  
Registered Agent

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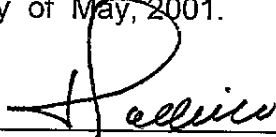
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared William E. Jacoby, well known to me, who executed the Articles of Incorporation of the Absolute Corporate Solutions Inc. and he executed it for the purposes therein expressed.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this 22<sup>nd</sup>. day of May, 2001.



J. Lodeiro  
Notary Public State of  
Florida at Large

