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T. ELAINE HOLMES, P.A.  
ATTORNEY AND COUNSELOR AT LAW

FILED  
01 MAY 24 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 21, 2001

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

RE: Montybo, Inc.

100004315521--6  
-05/24/01--01076--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Please find enclosed the original and one copy of Articles of Incorporation and Acceptance to Serve as Registered Agent for the above-referenced corporation. Also enclosed is this firm's trust account check number 1213 for \$70.00 to cover the cost of filing the Articles and the Acceptance of Registered Agent. Please file the original Articles and return the enclosed copy with the Secretary of State's date stamp as proof of filing.

Should there be any question, please do not hesitate to contact me.

Sincerely,

*Elaine Holmes*

T. Elaine Holmes

Enclosures

Cc: Francisco Borrero (via email)  
Julian Montealegre (via U.S. postal)

**ARTICLES OF INCORPORATION  
MONTYBO, Inc.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the corporation shall be **MONTYBO, Inc.**

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be: 5008 Berryhill Court, Tampa, Florida 33624.

**ARTICLE III**  
**SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares. There shall be one class of shares: Common. The shares shall be subject to the terms and conditions set forth in a shareholders' agreement. Each outstanding share is entitled to one vote on each matter submitted to a vote at a meeting of shareholders. The shareholders of the Corporation shall have a preemptive right to acquire the Corporation's unissued shares. The shareholders' preemptive right shall be set forth on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued shares upon the decision of the board of directors to issue them.

**ARTICLE IV**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are Julian Montealegre, 5008 Berryhill Court Tampa, Florida 33624.

**ARTICLE V**  
**INCORPORATORS**

The name and address of the incorporator to these Articles of Incorporation is T. Elaine Holmes, 14502 N. Dale Mabry, Suite 200, Tampa, FL 33618.

ARTICLE VI  
GENERAL POWERS

The Corporation shall have perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The initial board of directors shall be composed of Francisco Javier Borrero and Julian Montealegre. All Corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, its board of directors, subject to any limitation set forth in these articles of incorporation. The board of directors must consist of two or more individuals. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws, but the Corporation must never have fewer than two director. Directors shall be elected or appointed in the manner and for the terms provided in the bylaws. A director may be removed from office pursuant to procedures provided in the bylaws.

J. Elaine Holmes  
Signature/T. Elaine Holmes

May 18, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for MONTYBO, Inc. at 5008 Berryhill Court, Tampa, Florida 33624, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Julian Montealegre  
Signature/ Julian Montealegre

May 18<sup>th</sup>, 2001

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TALLAHASSEE, FLORIDA

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