

FROM :
Division of Corporations

FAX NO. : 3055580318

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P 01000059732

Florida Department of State
Division of Corporations
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From:
Account Name : ORLANDO PIFERRER
Account Number : I19990000144
Phone : (305)362-0031
Fax Number : (305)558-0318

FLORIDA PROFIT CORPORATION OR P.A.
ANDROMEDA NETWORK SYSTEMS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 15 AM 10:47

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FROM :

FAX NO. : 3055580318

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WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, generally, and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name of the Corporation

The name of this Corporation shall be Andromeda Network Systems, Inc.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this Corporation is: Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 10 shares, each having a par value of \$ 50.00 of said shares of stock. shall entitle the holder thereof to one (1) vote at any meeting of the stockholders, All or any part of said capital stock may be paid for in cash in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose, All stock when issued shall be fully paid for and shall be non-accessible.

ARTICLE IV

Initial Capital

The amount of capital with which this Corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V

Term of Existence

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This Corporation shall be perpetual existence.

ARTICLE VI

Principal Office

The following shall be the street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 11132 S.W. 5th Street, Miami, Fl, 33174

ARTICLE VII

Directors

There shall be a Board of Directors for this Corporation which shall consist of two persons, The number of Directors may be increased or diminished from time to time as determined by the By-Laws but shall never be less than one. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States, Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

ARTICLE VIII

Initial Board of Directors

The names and addresses of the first Board of Directors is as follows:

<u>Names</u>	<u>Addresses</u>	<u>Office</u>
Bernardo L. Pizonero,	11132 S.W. 5th Street, Miami, Fl 33174	President/Secretary
Jose A. Rodriguez,	11146 S.W. 5th Street, Miami, Fl 33174	Vice President/Treasure

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

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ARTICLE IX

Subscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to purchase are:

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>	
Bernardo L. Pizonero	11132 S.W. 5th Street, Miami, Fl 33174	5	(50%)
Jose A. Rodriguez	11146 S.W. 5th Street, Miami, Fl 33174	5	(50%)

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ARTICLE X

Conflict of Interest

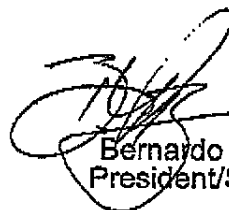
No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any fit-in of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof and any Director of this corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

ARTICLE XI

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned have executed these Articles of Incorporation for the uses and purposes stated therein this 13 day of June _____, 2001.


Bernardo L. Pizonero
President/Secretary


Jose A. Rodriguez
Vice President/Treasurer

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FROM :

FAX NO. : 3055580318

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STATE OF FLORIDA :
COUNTY OF MIAMI DADE : SS

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 Bernardo L. Pizonero and Jose A. Rodriguez to me known to be the persons described as the subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 13 day of June, 2001

Orlando Piferrier
Notary Public- State of
Florida.



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FROM :

FAX NO. : 3055580318

Jun. 15 2001 09:16AM P7

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**CERTIFICATE DESIGNATING GRANGE OF PLACE OF BUSINESS OR
 DOMICILE
 FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
 UPON
 WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48,091, Florida Statutes, the following is
 submitted, in compliance with said Act:

First - That Andromeda Network Systems, Inc.

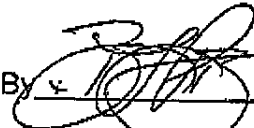
_____ qualified to do
 business under the laws of the State of Florida with its principal office at 11132
 S.W. 5th Street, Miami, FL 33174 _____ County of Miami
 Dade _____ State of
 Florida _____ has appointed Bernardo L.
 Pizonero, 11132 S.W. 5th Street,

 (Street address and number of building, Post Office Box address not acceptable)

City of Miami, _____ County of Miami
 Dade _____
 State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED
 AGENT)**

Having been named to accept service of process for the above stated
 corporation, at place designated in this certificate, I hereby accept to act in this
 capacity, and agree to comply with the provision of said Act relative to keeping
 open said office

By  _____
 Registered Agent- Bernardo L. Pizonero

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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