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To:  
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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.

ENTERPRISE PORTALS AND MARKETPLACES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF  
ENTERPRISE PORTALS AND MARKETPLACES, INC.

Pursuant to the appropriate provisions of the Florida Business Corporation Act, the undersigned corporation (the "Company") adopts the following Articles of Incorporation adopted by unanimous consent of all shareholders entitled to vote on this matter as indicated below.

ARTICLE I - NAME

The name of the Company is Enterprise Portals and Marketplaces, Inc.

ARTICLE II - PURPOSE

The Company is organized for the purpose of transacting any and all lawful business.

ARTICLE III - DURATION

The Company shall exist perpetually unless sooner dissolved by the shareholders.

ARTICLE IV - ADDRESS

The principal place of business and mailing address for the Company is 1004 Kestrel Court, Celebration, Florida 34747.

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Prepared by:

Steven H. Naturman, Esq.  
Steven H. Naturman, P.A.  
Two Datan Center  
9130 S. Dadeland Blvd.  
Suite 1509  
Miami, Florida 33156  
(305) 670-8353  
Florida Bar No. 709920

**ARTICLE V - STATED CAPITAL**

The Company is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
100	Common	\$1.00

**ARTICLE VI - REGISTERED AGENT**

The Registered Agent of the Company is Raul Wagley, 1004 Kestrel Court, Celebration, Florida 34747.

**ARTICLE VII - BOARD OF DIRECTORS/INCORPORATORS**

The Company shall be managed by a board of directors. The Company shall have two (2) directors at the time of the filing of these articles. The name and address of the current directors are listed below. Raul Wagley is the incorporator and he accepts such role (as indicated by his signature). The business addresses of these directors are as follows:

Raul Wagley  
1004 Kestrel Court  
Celebration, Florida 34747

David Wagley  
1004 Kestrel Court  
Celebration, Florida 34747

The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the Company but shall never be less than two (2). The directors shall hold office until their successors are elected and qualify as provided in the bylaws.

**ARTICLE VIII - OFFICERS**

The officers of the Company shall be the CEO, CFO and a secretary, and, if the board of directors later determines, vice presidents (the number thereof to be

determined by the board of directors) and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers may be deemed necessary, may be elected, or appointed by the board of directors. Any two (2) or more offices may be held by the same person.

At the time of the approval of these articles of incorporation, Raul Wagley is the CEO, David Wagley is the CFO and Alejandra Barrenechea is the Secretary of the Company (at the address indicated above). There are no other officers at this juncture.

#### **ARTICLE IX - SHAREHOLDER PROPERTY**

Private property of the shareholders shall not be subject to the payment of the Company's debts. The Company shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the Company.

#### **ARTICLE X - ACTIONS REQUIRING SHAREHOLDER APPROVAL**

Prior to taking any of the actions set forth below, the Company shall procure the consent of more than fifty (50) percent of all of the shares of the common stock then issued and outstanding:

- (a) The sale, assignment, transfer, lease, exchange or other disposition of all or substantially all of the Company's assets.
- (b) The issuance of any additional shares of common stock of the Company.
- (c) The merger, consolidation, liquidation or dissolution of the Company.
- (d) Any and all amendments to the articles of incorporation and bylaws of the Company.

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(e) Any change in the amount of capital stock authorized to be issued by the Company; and

(f) The issuance of any classes of capital stock other than the type authorized herein.

We, the undersigned, as the incorporators, agree, adopt, approve and consent to the above Articles of Incorporation this 6<sup>th</sup> day of June, 2001.

By: 

Raul Wasley

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 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.

  
Raul Wasley**H** 01000079628

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