

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P01000072587

CONTACT: CINDY HICKS

DATE: 7-24-01

REF. #: 0150.17616

CORP. NAME: NETBAY ASSOCIATES, INC.

FILED
01 JUL 24 PM 12:40
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

900004493799--4
-0724-01--01064--027
*****78.75 *****78.75

STATE FEES PREPAID WITH CHECK# 15885 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

J. BRYAN JUL 24 2001

4

ARTICLES OF INCORPORATION
OF
NETBAY ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is NETBAY ASSOCIATES, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Jorge Luis Carmona, P.O.Box 163835, Miami, Florida 33116.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 15606 S.W. 74th Circle Drive, Apt. 8, City of Miami, County of Miami-Dade, State of Florida 33193 and the name of its initial registered agent at such office is Jorge Luis Carmona.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Jorge Luis Carmona
15606 S.W. 74th Circle Drive, Apt. 8
Miami, Florida 33193

Rene Ricardo Meireles
14230 S.W. 166th Street
Miami, Florida 33177

Andre Carlton DaBreo
9740 S.W. 216th Terrace
Miami, Florida 33190


ARTICLE VII

The name of the Incorporator is Jorge Luis Carmona and the address of the Incorporator is 15606 S.W. 74th Circle Drive, Apt. 8, Miami, Florida 33193.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

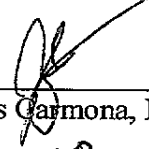
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18 day of July, 2001.



Jorge Luis Carmona, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of NETBAY ASSOCIATES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Jorge Luis Garmona, Registered Agent

Dated: July 18, 2001

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