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

1. SOMNUS GROUP CORP.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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TALLAHASSEE FLORIDA

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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
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REGISTRATION/QUALIFICATION	
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7/25  
Examiner's Initials

# **Certificate of Incorporation**

**of**

## **Somaru Group Corp.**

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TALLAHASSEE FLORIDA

**The undersigned subscribers to these ARTICLES OF INCORPORATION a natural persons competent to contract, form a corporation under the laws of the State of Florida.**

### **Article One**

**The name of this business corporation shall be:**

**Somaru Group Corp.**

### **Article Two**

**The general nature of business or businesses to be transacted will be: To offer National and International Companies professional services in the fields of Importing, Exporting and development and marketing of new products in and out of the United States of America.**

**To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, execute mortgages, transfer of corporate property or other instrument to secure the payment of corporate property indebtedness as required.**

**This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida, including all of the above, but not limited to same.**

### **Article Three**

#### **Terms of Existence**

**This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: UPON ACCEPTANCE BY THE SECRETARY OF STATE.**

## **Article Four**

### **Capital Stock**

- A. **Designation:** The Stock of this corporation shall be known as common stock.
- B. **Authorized:** The maximum number of shares of common stock that this corporation may issue is: ( 10,000 ) SHARES
- C. **Par-Value:** Each share of common stock shall have a par value of : One (\$1.00) DOLLAR.
- D. **Considerations:** — Shares of common stocks may be issue in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. **Non-Assess ability:** Each share of common stock shall be issue in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. **Voting Rights:** Each Share of common stock entitles the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. **Dividends:** Record holders of common stock are entitled to receive their pro-rate share of any dividends that may be declared by the board of Directors out of assets legally available for such purpose.
- H. **Liquidation:** Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

## **Article Five**

### **Minimum Capital**

The amount of capital with which the corporation shall begin shall not be less than:  
ONE THOUSAND AND 00/100 (\$1,000.00) DOLLARS

## **Article Six**

### **Corporate Address**

**The initial Post Office address of the principal office of this corporation in the State of Florida is: 11363 West Flagler Street Miami, Florida 33174**

## **Article Seven**

### **Number of Directors**

**This corporation shall have two Directors initially, although the number of Directors may increase or diminish from time to time by the stockholders but shall never be less than one.**

## **Article Eight**

### **First Board of Directors**

**PRESIDENT/ SECRETARY/DIRECTOR: Mario G. Somarriba**

**VICE-PRESIDENT/ TREASURER /DIRECTOR: Karen L. Sobalvarro**

## **Article Nine**

### **Subscribers Address**

**The name and address of the subscribers of these Articles of Incorporation are:**

**Mario G. Somarriba 1071 S.W. 135<sup>th</sup> Place Miami, Florida 33184**

**Karen L. Sobalvarro 1071 S.W. 135<sup>th</sup> Place Miami, Florida 33184**

## **Article Ten**

### **Amendment**

**This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.**

## **Article Eleven**

### **Resident Agent**

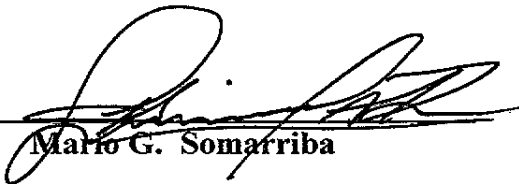
**The Resident Agent of this corporation is:**

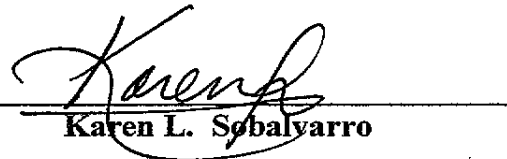
**Mario G. Somarriba 1071 S.W. 135<sup>th</sup> Place Miami, Florida 33184**

**The Corporation may change its resident agent and principal office any time.**

**IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.**

**DATE: July 18<sup>th</sup>, 2001**

  
Mario G. Somarriba

  
Karen L. Sobalvarro

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

11363 West Flagler Street Miami, Florida 33174

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.:

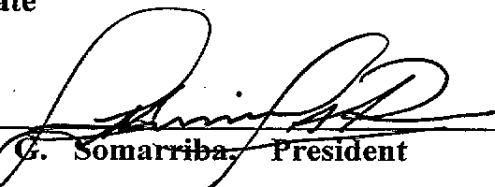
SOMARU GROUP CORP.

desiring to organized under the Laws of the STATE OF FLORIDA, with its principal office indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, as named:

MARIO G. SOMARRIBA  
1071 S.W. 135<sup>TH</sup> PLACE  
MIAMI, FLORIDA 33184

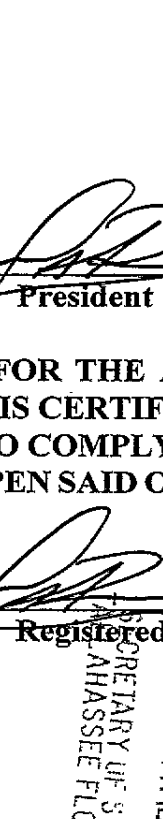
as its agent to accept service of process within this state

Dated: 7-18-01

  
Mario G. Somarriba, President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE ESTATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Dated: 7-18-01

  
Mario G. Somarriba, Registered Agent

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TALLAHASSEE FLORIDA