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Requester's Name

From: Alana Dasent
15060 SW 154 terr
Miami, FL 33187

Office Use Only

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

1. _____ (Corporation Name) (Document #)

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- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 JUL 30 PM 12:48

FILED

Examiner's Initials

10-2-01
8-2-01
WV

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation.

ARTICLE ONE NAME

The name of the corporation shall be: ARODI ENTERPRISES, INC.

ARTICLES TWO PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:
16070 SW 72 Terrace Miami, FL 33193

ARTICLE THREE CORPORATION DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in Internet publications that focus on issues that affect the Caribbean community.
2. To inform, educate and stimulate conversation within the Caribbean community.

ARTICLE FIVE CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 16070 SW 72 Terrace, Miami, FL 33193 and the name of its initial registered agent at such address, is Collis A. DeCoteau.

ARTICLE SEVEN DIRECTORS

The number of directors constituting the corporation's initial board of directors is two (2).

The name and address of each person who is to serve as a member of the initial board of directors is:

- 1) Collis A. DeCoteau 16070 SW 72 Terrace Miami, FL 33193

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2) Patricia Y DeCoteau. 16070 SW 72 Terrace Miami, FL 33193

ARTICLE EIGHT INCORPORATORS

1) Collis A. DeCoteau 16070 SW 72 Terrace Miami, FL 33193

2) Patricia Y DeCoteau. 16070 SW 72 Terrace Miami, FL 33193

The undersigned have executed these Articles of Incorporation this 23rd day of July 2001, A.D.

Collis A. DeCoteau



Signature

Patricia Y. DeCoteau



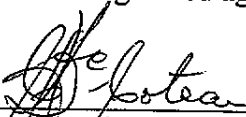
Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO FLORIDA STATE 607.0501 OR FS SECTION 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ARODI ENTERPRISES, INCORPORATED
2. The name and address of the registered agent and office is:
Collis A. DeCoteau
16070 SW 72 Terrace
Miami, FL 33193

Having been named as registered agent and to accept services 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.



(Signature of Collis A. DeCoteau)

7/23/01
(Date)

DIVISION OF CORPORATION, P.O. BOX 6327, TALLAHASSEE, FL

ARTICLE IV BOARD OF DIRECTORS

Section 4.1: *Number; Qualifications.* The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Board of Directors. Directors need not be shareholders.

Section 4.2: *Chairman of the Board.* The Chairman of the Board shall be a member of the Board, the President of the corporation, and, if present shall preside at each meeting of the Board of Directors. He shall advise and counsel with other executive officers of the Corporation, and shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 4.3: *Election; Resignation; Removal; Vacancies.* The Board of Directors shall initially consist of the persons named as directors in the certificate of incorporation. If any additional persons are to be directors, they must be elected by the Board of Directors. They shall hold office for a term of one year or until his successor is elected and qualified. Any director may resign at any time upon a two week written notice to the corporation. Any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, or by a plurality of the votes cast at a meeting of stockholder(s), and each director so elected shall hold office until the expiration of the term of office of the director whom he has replaced or until his successor is elected and qualified.

Section 4.4: *Regular Meetings.* Regular meetings of the Board of Directors may be held at such places within or without the State of Florida and at such times as the Board of Directors may from time to time determine, and notices need not be given.

Section 4.5: *Special Meetings.* Special meetings of the Board of Directors may be held at any time or place within or without the State of Florida whenever called by the President or Vice-President. Notice of a special meeting of the Board of directors shall be given by the person calling the meeting at least twenty-four hours before the special meeting.

Section 4.6: *Telephonic Meetings Permitted.* Members of the Board of Directors may participate in a meeting thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 4.7: *Quorum; Vote Required for Action.* At all meetings of the Board of Directors a majority of the whole Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which the certificate of incorporation or these

by-laws otherwise provide, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If at any time there is a deadlock among the Board of Directors then the shareholder(s) shall resolve the deadlock through a vote which shall constitute a quorum.

Section 4.8: *Organization.* Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in his absence by the Vice-Chairman of the board, if any, or in his absence by the President, or in their absences by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 4.9: *Informal Action by Directors.* Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or presented to the Chairman of the Board.

ARTICLE V OFFICERS

Section 5.1: *Executive Officers; Election; Qualifications; Term of Office; Resignation; Removal; Vacancies.* The Board of Directors may elect a Secretary. The Board of Directors may also choose one or more Vice-Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasures. Each such officer shall serve at the Board of Directors' will until removed by a majority of the Board or the until his resignation. Any officer may resign at any time upon a two week written notice to the corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the corporation. Any number of offices may be held by the same person and the Board of Directors. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 5.2: *Powers and Duties of Executive Officers.* The officers of the corporation shall have such powers and duties in the management of the corporation as may be prescribed by the Board of Directors and, to offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent or employee to give security for faithful performance of his duties.

Section 5.3: *President.* The President shall be the chief executive officer of the corporation. He shall perform all duties incident to the office of the President and chief executive officer and such other duties as may from time to time be assigned by the Board of Directors.

Section 5.4: Vice-President. Each Vice-President shall perform all such duties as from time to time may be assigned to him by the Board of Directors or the President. At the request of the President, or in his absence or in the event of his refusal to act, the Vice-President, or if it shall be more than one, the Vice-Presidents in the order determined by the Board of Directors (or if there be no such determination, the Vice-Presidents in the order of their election), shall perform the duties of the President, and, when so acting, shall have the powers of and be subject to the restriction placed upon the President in respect to the performance of such duties.

Section 5.5: Treasurer. The Treasurer shall

- a) Have charge and custody of, and be responsible for, all the funds and securities of the Corporation;
- b) Keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation;
- c) Deposit all moneys and other valuables to the credit of the Corporation in such depositories as may be designated by the Board of Directors or pursuant to its direction;
- d) Receive, and give receipts for, moneys due and payable to the Corporation from any source whatsoever;
- e) Disburse the funds of the corporation and supervise the investments of its funds, taking proper vouchers therefore;
- f) Render to the Board of Directors, whenever the Board of Directors may require, an account of the financial condition of the Corporation; and
- g) In general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.6: The Secretary shall

- a) Keep or cause to be kept, in one or more books provided for that purpose, the minutes of all meetings of the Board of Directors;
- b) See that all notices are duly given in accordance with the provisions of these by-laws and as required by law;
- c) Be custodian of the records and the seal of the Corporation and affix and attest the seal to all certificates and shares of the Corporation (unless the seal of the Corporation on such certificates shall be a facsimile, as hereinafter provided) and affix and attest the seal to all other documents to be executed on behalf of the Corporation under its seal;
- d) See that the books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and
- e) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.7: Compensation. The compensation of the Officers of the Corporation for their services as such officers shall be fixed from time to time by the Board of

Directors. An officer of the Corporation shall not be prevented from receiving compensation by reason of the fact that he or she is also a Director of the Corporation.

ARTICLE VI STOCK

Section 6.1: *Certificates.* Every holder of stock shall be entitled to have a certificate signed by or in the name of the corporation by the Chairman of the Board, if any, or the President, and by the Treasurer or the Secretary, of the corporation, certifying the number of shares owned by him in the corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar.

Section 6.2: *Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates.* The corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VII MISCELLANEOUS

Section 7.1: *Fiscal Year.* The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

Section 7.2: *Seal.* The corporate seal shall have the name of the corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.3: *Waiver of Notice of Meetings of Directors.* Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting. Neither the business to transacted at, nor the purpose at any regular or special meeting of the directors need be specified in any written waiver of notice.

Section 7.4: *Interested Directors; Quorum.* No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial inserts, shall

be void or violable solely for this reason, or solely because the director or officer is present at or participated in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his or her votes are counted for such purpose, if: (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board of Directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested be less than a quorum; (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholder(s), and the contract or transaction is specifically approved in good faith by a vote of the shareholder(s), or (3) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors or the shareholder(s). Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors authorizes the contract or transaction.

Section 7.5: *Forms of Records.* Any records maintained by the corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, microphotographs, diskettes, compact disc, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 7.6: *Amendment of Bylaws.* These by-laws may be altered or repealed, and new by-laws made, by the Board of Directors.