

P01000111573

TRANSMITTAL LETTER

November 7, 2001

FILED  
01 NOV 19 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, FL 32314

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-11/19/01--01082--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: NGEMA ENTERPRISES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certified of Status

FROM:

UCR ASSOCIATES, INC.

Name (printed or typed)

6500 Forest City Road

Address

Orlando, FL 32810

City, State & Zip

(407) 523-0020

Daytime Telephone number

**ARTICLES OF INCORPORATION**  
**OF**  
**NGEMA ENTERPRISES, INC.**

**FILED**  
01 NOV 19 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person of legal age, do hereby desire to form a corporation under the laws of the State of Florida do hereby adopt the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be:

**NGEMA ENTERPRISES, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

To engage in a sales and marketing of equipment and services of any kind. To engage contract and or transact general contracting services. To engage in import and export trade.

The corporation may contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: ONE THOUSAND (1,000)

shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other from deem satisfactory by the board of directors.

**ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

**ARTICLE V. TERM OF EXISTENCE**

The corporation is to exist perpetually unless dissolved by law.

**ARTICLE VI. ADDRESS**

The initial street address of the principal office of the corporation in the State of Florida shall be located at: 413 West Church Street, Orlando, FL 32801 The board of directors may from time to time move the principal office to any other place or places as may be designated by the board of directors.

**ARTICLE VII. DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII. DIRECTORS' POWERS**

The board of directors shall have the power to fix or change salaries of the directors, as directors and as officers, to restrict the transfer of stock by stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions to permit contracts or other transactions between the corporation and one or more of its directors individually or business in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

**ARTICLE IX. ORIGINAL DIRECTORS**

The name(s) and address of the member(s) of the board of directors shall be: Bussa Ngema 413 West Church Street, Orlando, FL 32801

**ARTICLE X. SUBSCRIBERS**

The name and address of the incorporator to these Articles of Incorporation is

Bussa Ngema 413 West Church Street, Orlando, FL 32801

**ARTICLE XI. REGISTERED AGENT**

The name and address of the registered agent to accept of the for the corporation shall be: Bussa Ngema, 413 West Church Street, Orlando, FL 32801.

**ARTICLE XII. INDEMNIFICATION**

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceedings to which he or she may be a party, or in which he or she may become involved by reason of his or her employment, or by reason of him or her being or having been a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which each director, officer, employee or agent is entitled.

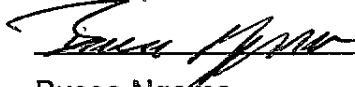
**ARTICLE XIII. PREEMPTIVE RIGHTS**

Every shareholder, upon sale for cash of any new stocks of this corporation shall have the right to purchase his prorates share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to the others.

**ARTICLE XIV. AMENDMENTS**

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 law, and all rights conferred on stockholders herein are granted and subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned incorporator have hereunto set his hand and seal, this 5<sup>th</sup> day of November, 2001, for the purpose of forming this corporation under the laws of the State of Florida, and do hereby make and file in the office of the Secretary of the State of Florida these Article of Incorporation and certify that the facts herein stated are true.

  
Bussa Ngema

**STATE OF FLORIDA**

**COUNTY OF Orange**

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 Bussa Ngema to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that the subscribed to these Articles of Incorporation. Sworn to and subscribed before me this 5<sup>th</sup> day of November 2001.



Notary Public, State of Florida



Shurlan Isaacs  
My Commission DD026805  
Expires May 17 2005

Identification \_\_\_\_\_

**FILED**  
01 NOV 19 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

My Commission Expires:

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the State of Florida.

1. The name of the corporation is:

**NGEMA ENTERPRISES, INC.**

2. The name and address of the registered agent and office is:

Bussa Ngema 413 West Church Street, Orlando, FL 32801

*Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I hereby accept the duties and responsibilities of registered agent.*

Signature of Registered Agent \_\_\_\_\_



Date \_\_\_\_\_

11-6-01