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From: Account Name : FAS-T CORP. AGENTS, INC.
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TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

TUPAC AMARU ENT. INC.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

December 13, 2002

FAS-T

SUBJECT: TUPAC AMARU ENT. INC.
REF: W02000035007

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**ARTICLES OF CORPORATION
OF
TUPAC AMARU ENT. INC.**

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CLERK OF THE STATE
TALLAHASSEE FLORIDA

We, the undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby make subscribe and acknowledge before a Notary Public, and file with the Secretary of the Florida, Articles of Incorporation, as follows :

I

The name of the propose corporation shall be : TUPAC AMARU ENT. INC..

II

The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all things hereinafter mentioned, as fully and as to the same extent as natural persons might or could do viz: A BUSINESS CONSULTANT NETWORK.

A. The Corporation shall engage in any activity or business permitted under the Laws of the United States of America and the States Florida..

B. To buy, acquire, hold, use, employ, mortgage, convey, lease and dispose of patent rights letters patent, processes, devices, inventions, trademarks, formulas, good will and other rights, to take, acquire, buy, hold, maintain, work, develop, sell, convey, lease, mortgage, exchange improve and otherwise deal in and dispose of real property, or any interest or rights therein, without a limit as to the amount, to lend mortgage and real property, and to notes secured by and to make advances from time to time on notes secured by mortgage for future advances on real estate, but nothing herein set forth shall give or be construed to give said Corporation any banking powers.

C. To purchase, acquire, hold and dispose of stocks, bonds and other obligations including judgments, interest, accounts or debts of any person, partnership and/or corporation, domestic or foreign (except moneyed or transportation or banking or insurance corporations) owning or controlling any articles which are or might be or become useful in the business of this company and to purchase, acquire, hold, and dispose of stocks, bonds or other obligations, including judgments, interest, accounts or debts of any corporation, domestic or foreign (except moneyed of transportation or banking or insurance corporations) engage in a business similar to that of this company, or engaged in the manufacture use or sale of property, or in the construction or operation of works necessary or useful in the business of this company, or in which, or in connection with which the manufactured articles, products or property of this company may be used or any Corporation with which this corporation is or may be authorized to consolidate according to Law, and this

- I. And further, to do and perform and cause to be done and performed, each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provide the grant of the foregoing enumerated power in upon the express condition precedent, that the various powers above enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above.

III

The maximum number of shares of Common Stock outstanding at any one time shall be 100 shares without nominal or par value, all one class of Ten Dollars (10.00) each.

IV

The corporation will begin business with a sum of One Thousand Dollars (1,000.00) capital, all of which sums have been paid in full by the subscribers hereto .

V

The corporation shall have perpetual existence.

VI

The principal place of business of this corporation shall be at : 3661 SW 10 ST Apt. # 7-A Miami - Florida 33135 , with the privilege of having branch offices at any other place, and the registered Office and office of the Resident Agent shall be : **CESAR SALINAS** , of the same address.

VII

The number of directors of this Corporation shall be not less than (1) nor more than (5).

VIII

The names and offices address of the officers, all of whom shall constituted the first Board of Directors, are as follows :

PRESIDENT : WILLY ALEJANDRO PASSALACQUA FRANCO

VICE-PRESIDENT : _____

of this company.

- D. To purchase, take and lease or, in exchange, hire or otherwise acquire any real or personal property, rights, licenses, permits, good will or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of building, warehouses, machinery and retain and retain stores, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.
- E. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this State to consolidate, or whose stock the company, under the laws of this State and the provisions of this Certificate, is authorized to purchase and to undertaken in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possessed of property suitable for any of the purpose of this company, or for carrying on any business which this company is authorized to conduct, and as the consideration for the same, to pay cash or to issue shares, stock or obligations of this company.
- F. Subject to the limitations herein prescribe and the statutes of this State, to purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the laws of this State or of any territory of the United States, or of any foreign country, except moneyed or transportation or banking or insurance corporations, and to sell or exchange the same, or upon the distribution of assets or dividends or profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.
- G. Subject to the limitations herein prescribed and the requirements of the statutes of this State, to borrow or raise money for the purpose of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property, corporeal or in corporal rights or franchises of this company Now owes or hereafter acquired, and to create, issue, draw and negotiate obligations or negotiable instruments.
- H. Subject to the limitations herein prescribed and the requirements of the statutes of this State, to guarantee the payment of dividends or any saris, stocks debentures or other securities issued by, or any other contract or obligation of any corporation described as aforesaid, whenever proper or necessary for the business business of the company, and provided the required authority be first obtained for that purpose and always subject to the limitations herein prescribed.

IX

All of said directors are of full age and least one of them is a citizen of the United States.

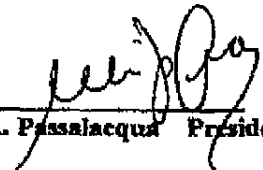
X

The names and post office address of each subscriber of this Certificate of Incorporation, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid, are as follows :

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
Willy A. Passalacqua	3661 SW 10 St Apt. 7-A Miami, Fl 33135	100 Shares	\$1000.00

No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated by the fact that any one more of the directors of this Corporation is, or are interested in or is a director or officer, or are directors or officers, of such corporation.

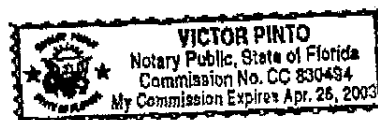
IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 03 day of
January 2002


Willy A. Passalacqua President

STATE OF FLORIDA
COUNTY OF MIAMI DADE

BEFORE ME, a Notary Public authorized to take acknowledgments I have hereunto
affixed my hand and seal, in the State and County aforesaid, this 03 day of January 2002


NOTARY PUBLIC AT LARGE
VICTOR H. PINTO
My Commission expires on 04-26-03



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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI DADE


PERSONALLY APPEARED BEFORE ME, the undersigned authority,
WILLY ALEJANDRO PASSALACQUA to me known to be the Incorporation described
in the foregoing Certificate of Incorporation of TUPAC AMARU ENT. and they
acknowledged the same, and after being by me duly sworn, upon their oath depose and say :
That it is intended in good faith to carry out the purposes and objects set forth therein.


WILLY A. PASSALACQUA, President

I ACCEPT DESIGNATION AS REGISTERED AGENT.


CESAR SALINAS

SWORN AND SUBSCRIBED TO BEFORE ME THIS 12 DAYS OF DECEMBER, 2002
IN MIAMI DADE COUNTY, STATE OF FLORIDA


NOTARY PUBLIC AT LARGE
VICTOR H. PINTO
My Commission expires on 04-26-03

