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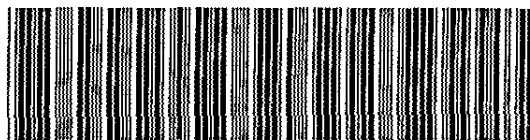
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03 JAN 21 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## TRANSMITTAL LETTER

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

SUBJECT: Newpoint Technologies Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Matthew G Pruda  
Name (Printed or typed)

6874 SW 114 PL # D  
Address

MIAMI, FL 33175  
City, State & Zip

305-926-8883  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
NEWPOINT TECHNOLOGIES INC.**

**FILED**  
03 JAN 21 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, are natural persons, competent, and hereby form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is: **Newpoint Technologies Inc.**

**ARTICLE II. NATURE OF BUSINESS**

The corporation shall have the unlimited power to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock the corporation shall have authority to issue is one thousand (1,000) shares of Common Stock having a par value of \$1.00 each.

**ARTICLE IV. TERM OF EXISTENCE**

The initial address of this corporation in the State of Florida is: 6874 S.W. 114<sup>th</sup> Place #D, Miami, Florida 33173. Please mail all correspondence to 6874 S.W. 114<sup>th</sup> Place #D, Miami, Florida 33173.

The stock holders may from time to time move the principal office to any other address in Florida.

## ARTICLE V. INCORPORATOR

The name and address of the Incorporators of these Articles of Incorporation is:  
Matthew G. Ruda, 6874 S.W. 114<sup>th</sup> Place #D, Miami, Florida 33173 and Jose J Botero,  
15534 SW 150<sup>th</sup> ST, Miami, Florida 33196.

Incorporator :



Matthew G. Ruda

## ARTICLE VI. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

- (i) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
- (ii) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

## **ARTICLE VII. MANAGEMENT OF CORPORATION BY STOCKHOLDERS**

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of stockholders.

## **ARTICLE VIII. STOCK TRANSFERS-CORPORATION'S RIGHT OF FIRST REFUSAL**

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder, and shall be sent registered or certified mail to the corporation for a period of ninety days from the date of mailing. If the corporation fails or refuses within each period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereof the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principle office of the corporation."

**CERTIFICATE DESIGNATING REGISTERED AGENT**

**FOR SERVICE OF PROCESS WITHIN THIS STATE**

**NEWPOINT TECHNOLOGIES INC.** is qualified to do business under the laws of the State of Florida with its registered office at 6874 SW 114<sup>th</sup> Place #D, Miami, Florida 33173 and Matthew G. Ruda as its Registered Agent to accept services of process within the State..

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above named corporation at the place designated in this certificate. I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statutes relative keeping open said office.

By: 

Matthew G. Ruda

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA