

# P03000071007E

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000220093 6)))

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

2003 JUN 24 PM 6:43  
FILED  
DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

international benefit group inc.

Certificate of Status	0
Certified Copy	1
Page Count	11
Estimated Charge	\$78.75

FILED

H-03000220093

2003 JUN 24 PM 6:43

(11)

# Articles of Incorporation

CLERK OF STATE  
TALLAHASSEE, FLORIDA

## INTERNATIONAL BENEFITS GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

### ARTICLE I

The name of this corporation shall be:

**INTERNATIONAL BENEFITS GROUP, INC.**

### ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the Corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To buy, sell, auction, lease or otherwise deal in real or personal property of every kind and nature, either at retail or wholesale for the Corporation's own account or for the account of others.

(b) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and

H-03000220093

with goods, wares, merchandise and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.

(d) To operate and maintain stores, buildings, warehouses or any other real property for the carrying out of any of the foregoing businesses.

(e) To lease, hire or otherwise acquire, to own, hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein.

(f) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness created by any other corporation or corporations; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership; including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or

guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, promote and to aid in any way in the formation of any corporation, domestic or foreign.

(h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with the business of the Corporation or any other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(j) To borrow money and contract debts when necessary for the transaction of its businesses or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specific event, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

of specific power shall not be held to limit or restrict in any manner the powers of this Corporation.

### ARTICLE III

The capital stock of this Corporation shall consist of 2,000,000 shares of common stock of a par value of \$.10 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, by proper labor, by services, or by property, at a just valuation to be fixed by the directors.

### ARTICLE IV

This Corporation is to have perpetual existence.

### ARTICLE V

The street address of the initial principal office of this Corporation is 1662 S.W. 19<sup>th</sup> Avenue, Boca Raton, Florida 33486.

The name of the initial registered agent of this Corporation shall be STEPHEN J. McDONALD whose address is 315 S.E. 7th Street, Suite 303, Fort Lauderdale, Florida 33301. The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

### ARTICLE VI

This Corporation shall at all times have at least one director. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the stockholders, but shall never be less than one.

## ARTICLE VII

The name and address of the member of the first Board of Directors is as follows:

CARLOS M. MARIN  
1662 S.W. 19<sup>th</sup> Avenue  
Boca Raton, FL 33486

## ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefore.

(c) Unless otherwise determined by the Board of Directors no holder of stock of the Corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether out of unissued shares authorized by the Corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of

subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the corporation be entitled as such as a matter of right, to purchase or subscribe for any obligation which the Corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the Corporation of any class or classes, or to which shall be attached or appurtenant to any warrant or warrants, or any instruments or instrument that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the Corporation any share of its capital stock of any class or classes.

(d) No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer, or are directors or officers of such other Corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract, act or transaction of the Corporation with any person or persons, firm or corporation and each and every person who may become a director of the Corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

(e) The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the Corporation.

#### ARTICLE IX

The name and address of the incorporator of this Corporation is as follows:

CARLOS M. MARIN  
1662 S.W. 19<sup>th</sup> Avenue  
Boca Raton, FL 33486

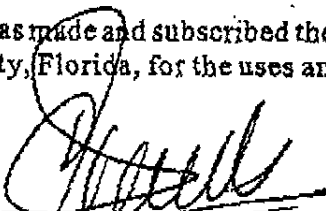
#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders having the right to vote on any such amendment, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote therein sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

This Corporation shall begin existence as of the date of the execution of these Articles.



IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 24<sup>th</sup> day of June, 2003.

  
CARLOS M. MARIN

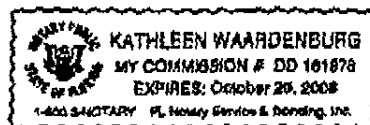
STATE OF FLORIDA     )  
                                  )SS.  
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of June, 2003 by CARLOS M. MARIN, who is personally known to me or who has produced a driver's license as identification.

  
Notary Public Signature

Kathleen Waardenburg  
Name Typed, Printed or Stamped

My Commission expires:



H 03000220093

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THE UNDERSIGNED, having been appointed as Registered Agent for the above named Corporation, hereby consents to said appointment and agrees to serve as same for said Corporation.

STEPHEN J. McDONALD

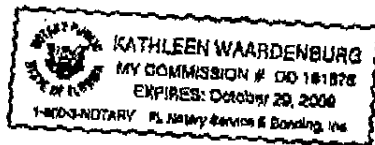
STATE OF FLORIDA )  
 )SS.  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of June, 2003 by STEPHEN J. McDONALD, who is personally known to me or who has produced a driver's license as identification.

Kathleen Waardenburg  
Notary Public Signature

Kathleen Waardenburg  
Name Typed, Printed or Stamped

My Commission expires:



FILED  
2003 JUN 24 PM 6:43  
CLERK OF STATE  
TALLAHASSEE FLORIDA

H 03000220093