

P03000086159

Guito Pierre
2692 SW 137 Terrace
Miami, FL 33027

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

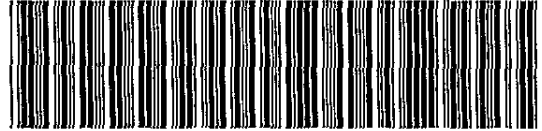
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200021994362

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2003 AUG -4 PM 4:20

FILED

08/04/03--01057--006 **78.50

08-06-03
D



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 28, 2003

GUI TO PIERRE
PO BOX 600453
N MIAMI BEACH, FL 33162

SUBJECT: CALYS CORP.
Ref. Number: W03000021197

We have received your document for CALYS CORP., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6919.

Beth Register
Document Specialist Supervisor
New Filings Section

Letter Number: 303A00043534

ARTICLES OF INCORPORATION

CALYS CORP.

The undersigned, has executed the following documents as Incorporator of the above named Corporation, a Corporation organized under the laws of the State of Florida, and all rights and obligations of the undersigned as Incorporator, and those of the Corporation, are to be determine in accordance with the laws of the State of Florida, and for said purposes, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be CALYS CORP.;

ARTICLE II

The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the laws of the State of Florida and engaged in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The Corporation shall also be authorized to engaged in such other business activities as may be necessary or permissible for its operation, and without limiting the preceding, the Corporation may:

1. Transact any and all lawful business;
2. Said Corporation shall furthermore have the following additional powers:

TO have perpetual succession by its corporate name;

TO sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2003 AUG -4 PM 4:20

FILED

TO have a Corporate seal, which may be altered at the will of the Directors and to use the same by causing it, or a facsimile, to be impressed, affixed, or in any other manner reproduced;

TO purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated;

TO sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

TO lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida;

TO purchase, take, receive, subscribe to, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or any interest in or obligations of, other domestic or Foreign Corporations, associations, partnerships, or individuals, for direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

TO enter into contracts and guaranties and incur liabilities, or money at such rate of interest that the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

TO lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds, so loaned or invested;

TO conduct its business, carry on its operations, and have offices and exercise the powers granted by the appropriate laws of the State of Florida governing Corporations, for the administration;

TO make donations for the public welfare or for charitable, scientific, or educational purposes;

TO pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers, and Employees and for any or all of the Directors, Officers and Employees of its Subsidiaries;

TO be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other corporation;

TO have and exercise all powers necessary to affect its purposes;

TO indemnify any person who buy reason of the fact that he or she is or was a Director, Officer, Employee or Agent of the Corporation to the full extent as permitted by Florida Law;

ARTICLE IV

The aggregate number of shares, which the Corporation shall have the authority to issue, is one hundred thousand (100 000) shares of which 50 000 will be of Common Stock (Class "A") having a par value of \$1.00 per share, 50 000 will be of Preferred Stock (Class "B") having a par value of \$1.00 per share All such shares shall be of a single class and of equal right and power.

The rights, privileges, restrictions and conditions attaching to the said Class « A » common shares, Class « B » preferred shares are as follow :

- a. The holders of the Class « A » common shares shall be entitled to one (1) vote for each share held by them at all meetings of shareholders except meetings at which only shareholders of a specified class of shares, other than the Class "A" common shares, are entitled to vote, and they shall be entitled to notice of all meetings of shareholder of the corporation.
- b. Except as otherwise specifically provided in the Florida Business Corporation Act, the Class "B" preferred shares shall not carry any right to vote nor shall the holders thereof be entitled to notice of or to attend shareholders meetings.
- c. The Class "A" common shares and Class "B" preferred shares shall, be entitled at all times and for time to time, in the sole, absolute and unfettered discretion of the directors, to an unfixed non-cumulative dividend in any amount. Each Class "A" common share and Class "B" preferred share shall rank *pari passu* with respect to any such dividend.
- d. The Class "A" common shares and the Class "B" preferred shares shall rank *pari passu* in every other respect, and the holders of such Class "A" common shares and Class "B" preferred shares, shall be entitled to receive the remaining property of the corporation upon a dissolution.
- e. In the event that only part of the amount of the consideration received by the corporation for any share issued by the corporation is added to the stated capital account for the Class or Series of shares of which such share forms part, such share shall be deemed to have been issued for the full amount of the consideration received therefore for all purposes other than stated capital but including dividends, redemptions, purchases, liquidation and dissolution.

If shares of the corporation are issued in payment of a dividend, the declared amount of the dividend stated as an amount of money shall be added to the stated capital account maintained for the shares of the class or series issued in payment of the dividend.

g. No shareholder shall be entitled to sell, transfer or otherwise dispose of any share or shares in the capital stock of the corporation, or any securities thereof, without either:

i) the previous express sanction of the holders of the majority of the Class "A" common shares, in the capital stock of the corporation at that time and expressed by a resolution passed at a meeting of the Class "A" shareholders or by an instrument in writing signed by the holders of a majority of the Class "A" common shares in the capital stock of the corporation at that time;

or

ii) the previous express lawful sanction of the board of directors of the corporation at a duly constituted meeting of the board, or in lieu thereof the previous express sanction of the directors of the corporation as evidenced by the lawful adoption of a resolution to that effect.

ARTICLE V

The Corporation shall indemnify managers and officers of the Corporation who was/were wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was/were a party because the manager or officer is or was or were a manager or officer of the Corporation against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a manager, officer, employee or agent of the Corporation, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other corporation, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding.

The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE VI

The Initial Board of Directors shall consist of a total of 2 persons whose names and addresses are as follows:

Name: Félix LEZIN, President

Address: 7, Impasse Jeanco, Christ-Roi, Haiti, French West Indies

Name: Guito PIERRE

Address: 2692 SW 137 Terr. Miramar FL 33027

ARTICLE VII

The Officers of the Corporation shall be the following individuals with their respective positions:

President & Treasurer:

Name: Félix LEZIN

Vice-President & Secretary:

Name: Guito PIERRE

ARTICLE VIII

The address of the principle office of this Corporation is: 2692 SW 137 Terr. Miramar FL 33027 and the mailing address for the said Corporation shall be the same.

ARTICLE IX

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

Name: Guito PIERRE, Vice-President

Address: 2692 SW 137 Terr. Miramar FL 33027

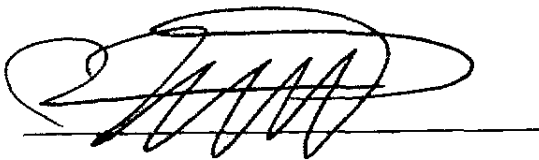
ARTICLE X

Nothing in these Articles of Incorporation shall be taken to limit the power of this Corporation.

ARTICLE XI

The effective date of this Corporation shall be the filing date of these Articles of Incorporation in accordance with the Florida Statute governing Corporations.

IN WITNESS HEREOF, the undersigned has executed these Articles of Incorporation on this 7th day of July 2003

A handwritten signature in black ink, appearing to read 'Guito PIERRE', is written over a horizontal line.

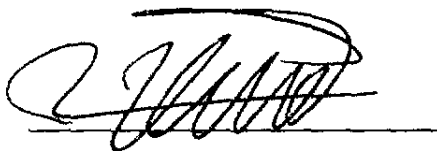
Guito PIERRE

Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

The following is submitted in compliance with the Florida Business Corporation Act:

CALYS CORP. is a Corporation organized under the laws of the State of Florida, with its registered office located at: **2692 SW 137 Terr. Miramar FL 33027**, and has named Mr. Guito PIERRE, as agent to accept service of process within this State at the office specified in his acceptance below.

A handwritten signature in black ink, appearing to read 'Guito PIERRE', is written over a horizontal line.

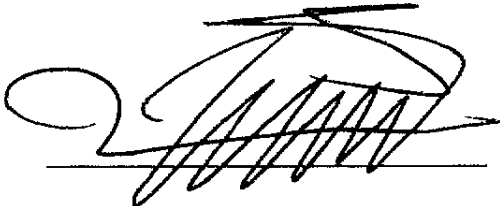
Guito PIERRE

Registered Agent

ACCEPTANCE

I hereby agree, as Registered Agent, to accept Service of Process at my office located at: 2692 SW 137 Terr. Miramar FL 33027, opened during the hours prescribed by Florida Statutes;

I furthermore agree to post my name, and any other officers of said Corporation authorized to accept service or process, at the Florida designated address, in some conspicuous place in said office as required by law.

A handwritten signature in black ink, appearing to read 'Guito PIERRE', written over a horizontal line.

Guito PIERRE

Registered Agent