

P04000007406

Florida Department of State
Division of Corporations
Public Access System

FILED
04 JAN -8 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

(((H04000004986 3)))

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

FLORIDA PROFIT CORPORATION OR P.A.

orbis pictus, inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
| Estimated Charge | \$78.75 |

Electronic Filing Menu

Corporate Filing

Public Access Help

H040000004986

(6)

ARTICLES OF INCORPORATION

OF

ORBIS PICTUS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN -8 AM 7:39

FILED

Article I

NAME

The name of the corporation is Orbis Pictus, Inc. and the principal address shall be P.O. Box 190773, Miami Beach, Florida 33119

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of the State.

Article III

NATURE OF BUSINESS

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

Article IV

CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative voting. Cumulative voting shall not be permitted.

Carlos E. Morales, Esq.
2800 Biscayne Blvd., Suite 500
Miami, FL 33137
(305) 576-6116
FL BAR #995223

1

H040000004986

Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Biscayne Boulevard, Suite 500, Miami, Florida 33137, and the name of the initial registered agent of this corporation at that address is Carlos E. Morales, Esq.

Article VI

DIRECTOR

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

| Name | Address |
|--|--|
| Greg Walton President | 710 Michigan Avenue, Unit 3 Miami, Beach, Florida 33139 |
| Greg Walton Vice-President Treasurer/Secretary | 710 Michigan Avenue, Unit 3 Miami Beach, Florida 33139 |

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATORS

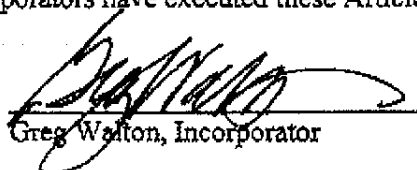
Greg Walton
710 Michigan Avenue, Unit 3
Miami Beach, Florida 33139

Article IX

AMENDMENT

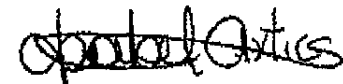
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporators have executed these Articles the
02 day of January 2004.


Greg Walton, Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

The following instrument was acknowledged and personally known before me
this 22nd day of January 2004.



Notary Public, State of Florida

My Commission Expires:



Isabel A. Artica
My Commission CC966581
Expires September 10, 2004

H04000004986


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

=====

In compliance with Section 48,901, Florida Statutes, the following is submitted.

Orbis Pictus, Inc. organizes or qualifies under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named Carlos E. Morales, Esquire, located at: 2800 Biscayne Boulevard, Suite 500, Miami, Florida 33137 as its agent and accept service of process within Florida.

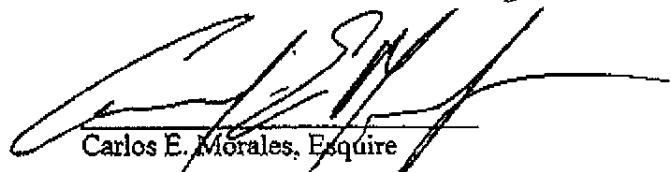
Incorporators:


ORBIT PICTUS, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

04 JAN -8 AM 7:39

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.


Carlos E. Morales, Esquire
Date: 01/02/04

H04000004986