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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.
VISUAL MAP, INC.

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

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ARTICLES OF INCORPORATION
OF
VISUAL MAP, INC.

We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

"VISUAL MAP, INC."

ARTICLE II - MAILING ADDRESS, REGISTERED OFFICE
AND
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

VISUAL MAP, INC.
c/o Gonzalo Fernandez Criado
1000 West Ave.
Suite 718
Miami Beach, FL 33139

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to do any kind of business.

ARTICLE IV- SHARES AND OWNERSHIP OF SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares. The par value for each authorized share is \$0.01 (One cent of dollar).

The ownership of the shares of stock is as follows:

- 1) Name of Shareholder: Martin Fernandez Criado.
Address of the Shareholder: Av. Bolivar, Centro Comercial CCM, 1er Piso
Oficina 138
Urbanizacion Costa Azul, Porlamar
Nueva Esparta, 6301-113, VENEZUELA.
Number of Shares: 33.
- 2) Name of Shareholder: Marcelino Fernandez Criado.
Address of the Shareholder: Av. Bolivar, Centro Comercial CCM, 1er Piso
Oficina 138
Urbanizacion Costa Azul, Porlamar
Nueva Esparta, 6301-113, VENEZUELA
Number of Shares: 27.
- 3) Name of Shareholder: Administracion de Fondos Colonia Velaz, S.A.,
a Panama Corporation.
Address of the Shareholder: Marbella, Royal Center, Torre A, Piso 7,
Oficina 2B - 1 C
Ciudad de Panama,
co apartado postal 0832-0725 W.T.C.
Panama, Republica de Panama
Number of Shares: 20.
- 4) Name of Shareholder: Gonzalo Fernandez Criado.
Address of the Shareholder: 1000 West Ave.

Suite 718
Miami Beach, FL 33139
Number of Shares: 20.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Gonzalo Fernandez Criado
1000 West Ave.
Suite 718
Miami Beach, FL 33139

ARTICLE VI - DESIGNATED DIRECTOR(S)

The Director(s) of the corporation is (are):

Gonzalo Fernandez Criado, Director - Chairman.
1000 West Ave., Suite 718
Miami Beach, FL 33139

Marcelino Fernandez Criado, Director.
Av. Bolivar, Centro Comercial CCM, 1er Piso, Oficina 138
Urbanizacion Costa Azul, Porlamar
Nueva Esparta, 6301-113, VENEZUELA

Martin Fernandez Criado, Director.
Av. Bolivar, Centro Comercial CCM, 1er Piso, Oficina 138
Urbanizacion Costa Azul, Porlamar
Nueva Esparta, 6301-113, VENEZUELA

Martin Alejandro Fernandez Criado, Director.

Av. Bolivar, Centro Comercial CCM, 1er Piso, Oficina 138
Urbanizacion Costa Azul, Porlamar
Nueva Esparta, 6301-113, VENEZUELA

ARTICLE VII - RESOLUTIONS OF THE BOARD OF DIRECTOR

In case the votes of the directors are even, the resolution has to be made by the Shareholders. The Board of Director shall call for a Shareholder Meeting.

ARTICLE VIII - RESOLUTIONS OF THE SHAREHOLDERS

Any and all resolutions at a shareholder meeting must be approved by sixty one percent (61%) or more votes of the shareholders or their representatives. Each outstanding share represents one vote.

ARTICLE IX - DESIGNATED OFFICER(S)

The Officer(s) of the corporation is (are):

Gonzalo Fernandez Criado, President, Treasurer, Secretary.
1000 West Ave., Suite 718
Miami Beach, FL 33139

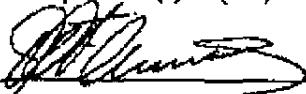
Marcelino Fernandez Criado, Vice-President
Av. Bolivar, Centro Comercial CCM, 1er Piso, Oficina 138
Urbanizacion Costa Azul, Porlamar
Nueva Esparta, 6301-113, VENEZUELA

At any time, any designated officer represents the corporation and is full empowered without any limitation to do all things necessary or convenient to

carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

ARTICLE X - INCORPORATOR

The incorporator(s) is (are):


Gonzalo Fernandez Criado, Incorporator
1000 West Ave., Suite 718
Miami Beach, FL 33139

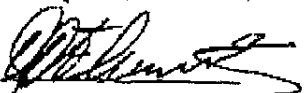
Date: 08/19/04


Gonzalo Fernandez Criado, acting as Agent of Marcelino Fernandez Criado,
Incorporator.
Av. Bolivar, Centro Comercial CCM, 1er Piso, Oficina 138
Urbanizacion Costa Azul, Porlamar
Nueva Esparta, 6301-113, VENEZUELA

Date: 08/19/04


Gonzalo Fernandez Criado, acting as Agent of Martin Fernandez Criado,
Incorporator.
Av. Bolivar, Centro Comercial CCM, 1er Piso, Oficina 138
Urbanizacion Costa Azul, Porlamar
Nueva Esparta, 6301-113, VENEZUELA

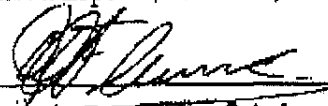
Date: 08/19/04


Gonzalo Fernandez Criado, acting as Agent of Martin Alejandro Fernandez
Criado, Incorporator.
Av. Bolivar, Centro Comercial CCM, 1er Piso, Oficina 138

Date: 08/19/04

Urbanizacion Costa Azul, Portamar
Nueva Esparta, 6301-113, VENEZUELA

Date: 08/19/04


Gonzalo Fernandez Criado, acting as Agent of Administration de Fondos
Colonía Velaz, S.A., a Panama Corporation
Marbella, Royal Center, Torre A, Piso 7, Oficina 2B - 1 C
Ciudad de Panama,
co apartado postal 0832-0725 W.T.C.
Panama, Republica de Panama

Incorporator:

Date: 08/19/04

ACKNOWLEDGEMENT: Having been named and appointed as registered agent and to accept service of process of the above stated corporation at the place designate in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent:

Date: 08/19/04


Gonzalo Fernandez Criado
1000 West Ave., Suite 718
Miami Beach, FL 33139