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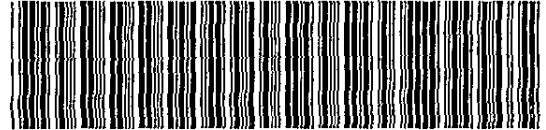
(Business Entity Name)

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04 DEC 10 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.J. 12/11

TRANSMITTAL LETTER

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

SUBJECT: NET PEOPLE USA 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: CARLOS E. RODO
Name (Printed or typed)

2800 NW 72ND AVE
Address

MIAMI FLORIDA 33122
City, State & Zip

(305) 888-4442
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
NET PEOPLE USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is :

NET PEOPLE USA, INC.

The business address of the new corporation is :
2800 NW 72 nd Avenue, Miami, Florida 33122

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are :

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable, in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is, 2800 NW 72nd Avenue, Miami, Fl 33122, and the name of its registered agent is, CARLOS E. RODO.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is three, and the name and address of each person who is to serve as a director is :

CARLOS E. RODO, 2800 NW 72nd Avenue, Miami, Fl 33122
RICARDO LUDERT, 2800 NW 72nd Avenue, Miami, Fl 33122
XAVIER IBANEZ, 2800 NW 72nd Avenue, Miami, Fl 33122

ARTICLE SEVEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the board of directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her votes are counted for such purposes, if :

- (a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or,
- (b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or,
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

ARTICLE EIGHT

The power to amend, adopt and / or repeal the by-laws for the corporation shall be reserved to the shareholders.

ARTICLE NINE

Special meetings of stockholders may be called at any time, by the President or holders of ten percent (10%) of all outstanding shares.

ARTICLE TEN

The officers of this corporation may consist of a President, Secretary, and such other officers and agents as may be provided for by the by-laws of this corporation, who shall

be chosen, serve for such term and have such duties as may be prescribed by such by-laws. The initial officers of this corporation shall be :

CARLOS E. RODO, PRESIDENT, 2800 NW 72nd Avenue, Miami, Fl 33122

ARTICLE ELEVEN


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act :

That **NET PEOPLE USA, INC.,**

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named CARLOS E. RODO, 2800 NW 72nd Avenue, Miami, Fl 33122, Dade County, Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office.

Having been named as resident agent for the above stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative and proper, and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida Statutes.


CARLOS E. RODO
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


04 DEC 10 AM 8:55

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ARTICLE TWELVE

The name and address of the incorporator is :

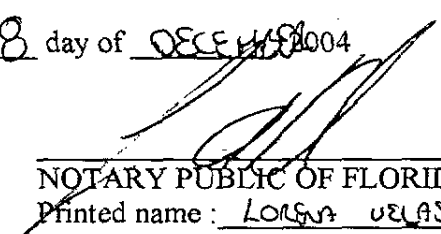
CARLOS E. RODO, 2800 NW 72nd Avenue, Fl 33122


CARLOS E. RODO
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME personally appeared CARLOS E. RODO, to be well known and known to me to be the persons described in and who executed the foregoing instrument, and knowledge to and before me that they execute said instrument for the purposes therein expressed and produced the following identification FL DL and who did take an oath.

WITNESS my hand and official seal this 8 day of DECEMBER 2004


NOTARY PUBLIC OF FLORIDA

Printed name : LORENA VELASQUEZ

My Commission Expires : 4/6/7

