

Division of Corporations

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To:  
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Fax Number : (850) 205-0381

From:  
Account Name : LILIAN SREDNI, P.A.  
Account Number : I19990000174  
Phone : (305) 944-0656  
Fax Number : (305) 944-6335

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

**TECHNOLOGY PARTNERS DEL CARIBE, INC.**

Certificate of Status	1
Certified Copy	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
Of  
TECHNOLOGY PARTNERS DEL CARIBE, INC.

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

ARTICLE I  
NAME

The name of the Corporation shall be:

TECHNOLOGY PARTNERS DEL CARIBE, INC.

ARTICLE II  
TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III  
PURPOSE

This Corporation is organized for any and all lawful purpose.

ARTICLE IV  
PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the corporation, and the mailing address of the corporation shall be:

1380 NE Miami Gardens Drive  
Suite #246  
North Miami Beach, FL 33179

ARTICLE V  
CAPITAL STOCK

This Corporation is authorized to issue one class of voting common stock at a par value of \$1.00. 10,000 shares of common stock shall be authorized.

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ARTICLE VI  
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its by-laws.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of the Corporation in the State of Florida shall be:

1380 NE Miami Gardens Drive  
Suite #246  
North Miami Beach, FL 33179

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

LILIAN SREDNI, P.A.

ARTICLE VIII  
INCORPORATOR

The name and address of each incorporator is as follows:

ILAN SREDNI  
1380 NE Miami Gardens Drive  
Suite #246  
North Miami Beach, FL 33179

ARTICLE IX  
INITIAL BOARD OF DIRECTORS

The number of directors constituting the board is two (2). The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one. Directors shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the by-laws.

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**ARTICLE X**  
**VOTING FOR DIRECTORS**

All shareholders of voting common stock or a voting group of shareholders designated in the by-laws are not entitled to cumulate their votes for directors.

The initial by-laws of this Corporation shall be adopted by the Board of Directors. The by-laws may be amended from time to time by the unanimous vote of either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any by-laws adopted by the Directors. The Directors may not alter, amend or repeal any by-laws adopted by the Stockholders, nor may the Directors adopt by-laws which would be in conflict with the by-laws adopted by the Stockholders.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

Any Incorporation or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, or Officers of, such Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of May, 2005.

  
\_\_\_\_\_  
ILAN GREDNI

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE  
OF FLORIDA.

1. The name of the corporation is **TECHNOLOGY PARTNERS DEL CARIBE, INC.**
2. The name and address of the registered agent and office is:

LILIAN SREDNI, P.A.  
1380 NE Miami Gardens Drive, Suite #246  
North Miami Beach, FL 33179

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated 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.*

  
LILIAN SREDNI, P.A.

5/3/05  
DATE

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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