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# FLORIDA PROFIT/NON PROFIT CORPORATION

KYRIOS, INC.

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February 16, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FAS-T CORP. AGENTS, INC.

SUBJECT: KYRIOS, INC. REF: W06000007673

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Suranne Hawkes Document Specialist New Filing Section FAX Aud. #: H06000041805 Letter Number: 606A00011223

#### ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA FURSUANT TO THE FLORIDA GENERAL CORPORATION ACTA

### ARTICLE (

# CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE KYRIOS, INC.

## ARTICLE II

# PRINCIPAL OFFICE

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

2520 NW 97 AVE SUITE # 100 DORAL, FL 33172

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA.

# ARTICLE III

# NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

PREPARED BY:

OIKONOMOS ACCOUNTING CORP. 5275 NW 112 AVE, #108 DORAL, FL 33178

## ARTICLE IV

# CAPITAL STOCK AND INITIAL CAPITAL

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00). THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS.

#### ARTICLE V

## **DIRECTORS**

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDER.

MARCIO EDUARDO CARVALHO

DIRECTOR

## ARTICLE VI

#### REGISTERED AGENT

THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

MARCIO EDUARDO CARVALHO

2520 NW 97th AVE Suite 100 Doral, Fl 33172

# ARTICLE VII

# SUBSCRIBERS

THE NAMES AND ADDRESSES OF THE SUBSCRIBERS/INCORPORATORS OF THESE ARTICLES OF INCORPORATION ARE:

MARCIO EDUARDO CARVALHO 9815 NW 25 TERRACE DORAL, FL 33172

## ARTICLE VIII

# **DURATION AND BEGINNING OF CORPORATE EXISTENCE**

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN 02/20/2006.

# ARTICLE IX

# **STOCKHOLDERS**

THIS CORPORATION SHALL HAVE THE FOLLOWING STOCKHOLDERS:

NAME

PERCENTAGE OF OWNERSHIP

MARCIO EDUARDO CARVALHO

100%

### ARTICLE X

#### PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

#### ARTICLE XI

#### **AMENDMENT**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

#### ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 20<sup>TH</sup> OF FEBRUARY 2006.

MARCIO EDUARDO CARVALHO

# **ACKNOWLEDGMENT**

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.