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FLORIDA PROFIT/NON PROFIT CORPORATION

SPOTCHEQ GLOBAL INC

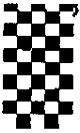
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Florida Dept of State



January 16, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: SPOTCHEQ GLOBAL INC.  
REF: W07000002214

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION**  
**OF**  
**SPOTCHEQ GLOBAL INC.**

**SPOTCHEQ GLOBAL INC.** hereby adopts this Certificate of Incorporation pursuant to the provisions of the Florida Business Corporation Act of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the Corporation is **SPOTCHEQ GLOBAL INC.** (the "Corporation"). The principal place of business of the Corporation is 8521 S.W. 214 Terrace, Miami, Florida 33189.

**ARTICLE II**  
**REGISTERED OFFICE**

The address of the Corporation's registered office in the County of Broward in the State of Florida is 1407 S.W. 48<sup>th</sup> Terrace, Deerfield Beach, Florida 33442, and the name of the registered agent at such address is the Orrette D. Morris.

**ARTICLE III**  
**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act of the State of Florida ("laws of the State of Florida"), as the same may be amended and supplemented from time to time.

**ARTICLE IV**  
**CAPITAL STOCK**

The total number of shares of capital stock that the Corporation shall have authority to issue is Twelve Million (12,000,000) shares, par value \$0.0001 per share, consisting of two (2) classes of stock designated as follows: (i) Nine Million (9,000,000) shares of Common Stock ("Common Stock") and (ii) Three Million (3,000,000) shares of Preferred Stock ("Preferred Stock").

Except as otherwise restricted by this Certificate of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of capital stock of the Corporation shall be as hereafter provided in this Article FOURTH.

A. PREFERRED STOCK.

1. General. The Preferred Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Corporation's Board of Directors may determine. Each series of Preferred Stock shall be so designated as to distinguish the shares thereof from the shares of all other series and classes.

2. Designation, Voting Powers, Preferences, etc. Authorized and unissued shares of Preferred Stock may be issued with such designations, voting powers (or no voting powers), preferences and relative, participating, optional or other special rights, and qualifications, limitations and restrictions on such rights, as the Board of Directors may authorize by resolutions duly adopted prior to the issuance of any shares of any series of Preferred Stock, including, but not limited to: (i) the distinctive designation of each series and the number of shares that will constitute such series; (ii) the voting rights, if any, of shares of such series and whether the shares of any such series having voting rights shall have multiple or fractional votes per share; (iii) the dividend rate on the shares of such series, any restriction, limitation, or condition upon the payment of such dividends, whether dividends shall be cumulative, and the dates on which dividends are payable; (iv) the prices at which, and the terms and conditions on which, the shares of such series may be redeemed, if such shares are redeemable; (v) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series; (vi) any preferential amount payable upon shares of such series in the event of the liquidation, dissolution, or winding-up of the Corporation, or the distribution of its assets; (vii) the prices or rates of conversion at which, and the terms and conditions on which, the shares are convertible; and (viii) such other preferences, powers, qualifications, rights and privileges, all as the Board of Directors may deem advisable and as are not inconsistent with law and the provisions of this Certificate of Incorporation.

B. COMMON STOCK.

1. General. The rights of the holders of the Common Stock with respect to dividends and upon the liquidation, dissolution and winding up of the Corporation's affairs, are subject to and qualified by the rights of the holders of Preferred Stock as specified herein and any other class of the Corporation's capital stock that may hereafter be issued and outstanding having rights upon the occurrence of a Liquidation Event senior to or *pari passu* with the rights of holders of Common Stock. Each share of Common Stock shall be treated identically as all other shares of Common Stock with respect to dividends, distributions, rights in liquidation and in all other respects.

2. Voting. Each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the combined number of the Corporation's issued and outstanding Common Stock and Preferred Stock that votes together with the Common Stock generally.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding shares of Preferred Stock and any other classes or series of the Corporation's capital stock that may hereafter be authorized and issued having preferred dividend rights senior to or *pari passu* with the rights of holders of Common Stock.

4. Liquidation. Upon the occurrence of a Liquidation Event, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to the rights and preferences of any then outstanding shares of Preferred Stock and any other classes or series of the Corporation's capital stock that are issued and outstanding having rights upon the occurrence of a Liquidation Event senior to or *pari passu* with the rights of holders of Common Stock.

#### ARTICLE V PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

#### ARTICLE VI LIMITATION ON LIABILITY: INDEMNIFICATION

To the fullest extent permitted by the laws of the State of Florida, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the director derived an improper personal benefit. If the laws of the State of Florida are amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the laws of the State of Florida, as so amended.

The Corporation shall, to the fullest extent permitted by the laws of the State of Florida, indemnify each person who it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which each such indemnified person may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity while serving as a director, officer, employee or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any (i) repeal or amendment of this Article SIXTH by the stockholders of the Corporation or (ii) amendment to the laws of the State of Florida shall not adversely affect any right or protection existing at the time of such repeal or amendment with respect to any acts or omissions occurring before such repeal or amendment of a person serving as a director, officer, employee or agent of the Corporation or otherwise enjoying the benefits of this Article SIXTH at the time of such repeal or amendment.

#### **ARTICLE VII AMENDMENTS**

The Corporation reserves the right to amend, alter or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Certificate of Incorporation and by the laws of the State of Florida, and all rights herein conferred upon stockholders are granted subject to such reservation.

#### **ARTICLE VIII MISCELLANEOUS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

B. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

D. Meetings of the stockholders may be held within or without the State of Florida, as the Bylaws may provide.

**ARTICLE IX**  
**COMPROMISES OR ARRANGEMENTS**  
**WITH CREDITORS AND STOCKHOLDERS**

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholder of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

**ARTICLE X**  
**NAME AND ADDRESS OF INCORPORATOR**

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
Bjorn O. Hendricks	8521 S.W. 214 Terrace Miami, Florida 33189

H070000110803

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the laws of the State of Florida, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 11 day of January, 2007.

A handwritten signature in black ink, appearing to read "B. O. Hendricks", written over a horizontal line.

Bjorn O. Hendricks, Sole Incorporator



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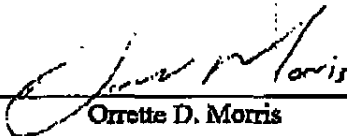
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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 designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **SpotCheq Global Inc.**
2. The name and address of the registered agent and office is:

**Attn: Orrette D. Morris**  
1407 S.W. 48<sup>th</sup> Terrace  
Deerfield Beach, Florida 33442.

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.

  
Orrette D. Morris

Date: January 11, 2007

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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