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FLORIDA PROFIT/NON PROFIT CORPORATION

POINTS NETWORKS GROUP INC.

Certificate of Status	0
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CERTIFICATE OF INCORPORATION

OF

POINTS NETWORKS GROUP INC.

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Several Acts of Legislature of the State of Florida, do hereby subscribe to this certificate of incorporation.

FIRST: The name of the corporation shall be:

POINTS NETWORKS GROUP INC.

and its principal place of business will be at

14359 MIRAMAR PARKWAY STE 179 MIRAMAR FL 33027

SECOND: The business of this corporation shall be to engage in Any Real Estate and all lawful business or businesses.

THIRD: The Corporation shall have one class of stock, namely common, voting and participating. Each share of stock shall be \$1.00 par value and the maximum number of shares to be issued and outstanding at any one time is 100.

All of such stock shall be issued as fully paid for and exempted from assessment. Such stock may be paid for in property, labor or services and property and labor or services may be purchased or paid for by the corporation with such stock. Likewise stock of other corporations or going businesses may be purchased by corporation in return for this corporation's stock. Such property, labor, services and stock of other corporations and going business shall be at just valuation determined by the Board of Directors. This corporation may purchase, trade, or otherwise acquire, hold or re-issue shares of its own stock.

FOURTH: The amount of capital with which the corporation shall begin business will not be less than FIVE HUNDRED (\$500.) DOLLARS.

FIFTH: The existence of the corporation shall be perpetual.

SIXTH: The board of directors shall consist of no fewer than one or more than seven directors.

SEVENTH: The common stock of this corporation shall be issued pursuant to the requirements of section 1244 of the Internal Revenue code and the regulations issued there under.

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FIFTH: The name and post office address of each subscriber to the Certificate of Incorporation and the number of shares of stock which each agrees to take are as follows:

Name	Post office address	# Shares
...

YESIRA PANDINO 14359 MIRAMAR PKWY #179 MIRAMAR FL 33027 100

For the stock the above-named party will pay the sum of Five and no/100 (5.00) Dollars-----for each share of stock, or a total of FIVE HUNDRED and no/100 (500.00) DOLLARS.

TENTH: The stockholders of this corporation may divide themselves into groups for the purposes of obtaining unit control in the corporation, and when any agreement shall be binding upon the corporation, it shall be recognized by the directors and shall be observed by the officers and agents of the corporation; and particularly the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon the individual groups the power to elect certain numbers of directors and, in particular, the stockholders may include in agreements between themselves the following as valid matters of agreement, to wit:

- (a) The manner and method in which the persons by whom directors may be elected.
- (b) Any limitations upon the transferability or assignment of the stock.
- (c) The conferring of preemptive rights of purchase upon stockholders as conditions precedent to the sale of any other stock.
- (d) The making of By-Laws and rules for holding meetings and what constitutes a quorum therefore.
- (e) Any matters related to effectuating the purposes included in any of the foregoing matters.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

TWELFTH: REGISTERED AGENT

YESIRA FANDINO Residing at 14359 MIRAMAR PARKWAY STE 179
MIRAMAR FLORIDA 33027

Registered agent for service of process upon this corporation, subject nevertheless to the right of this corporation to change such resident agent and the office location of place of business for service of process in the manner provided in Section 48.091(1) of Florida Statutes.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hand and seals this 15 day of JANUARY A.D., 2009.

Signed, sealed and delivered
in the presence of (As to all)

(Seal)

Yehira Fandino (Seal)
YEHIRA FANDINO

(Sml.)

(real)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I heroby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Yusef P. Pineda (Seal)
YESIRA FANDINO REGISTERED AGENT

NOTARY PUBLIC-STATE OF FLORIDA
JOSE A. NUNEZ
 Commission #DD633805
 Expires: MAR. 16, 2011
 BONDED BY ATLANTIC BONDING CO., INC.

Jose A. Munoz, Notary public
State of Florida

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