

LAW OFFICES OF
MARC J. POSTELNEK

P95000042334

May 24, 1995

SUITE II - B
ANAL FEDERAL BUILDING
57 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
DADE (305) 538-7210
BROWARD (305) 920-0663
FAX (305) 534-5470

Via Federal Express

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***122.50 ***122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: Articles of Incorporation for:
SIDEKICK CORP.

Gentlemen:

Enclosed herewith you will please find Articles of Incorporation for Sidekick Corp., along with my check payable to the Secretary of State in the amount of \$122.50. Please file the Articles and return a certified copy of same to this office by Federal Express. I have enclosed a completed air bill and Federal Express envelope for this purpose.

Thank you for your kind attention to this matter. If you have any questions, please feel free to contact me.

Very truly yours,


MARC POSTELNEK

MP:cm
Enclosures

cc: Mr. Enrico Campanini

644 6/11

ARTICLES OF INCORPORATION
OF
SIDEKICK CORP..

FILED
SECRETARY OF STATE
JAN 25 1972

I, the undersigned, do submit these Articles for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporation.

ARTICLE I

The name of the corporation shall be: SIDEKICK CORP. Its business shall be conducted at 4730 Pinetree Drive, Suite #4, Miami Beach, FL 33140, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$100.00 Dollars and the undersigned incorporator does hereby state that there has already been paid into the Corporation on behalf of the subscriber set forth herein the sum of \$100.00.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than one Director, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until their successors are elected and have qualified are:

ENRICO CAMPANINI
4730 Pinetree Drive, #4
Miami Beach, FL 33140

ARTICLE VIII

The offices to be held by the above named Director is follows:

ENRICO CAMPANINI - President, Secretary, and Treasurer

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> | <u>VALUE</u> |
|------------------|--|---------------|--------------|
| ENRICO CAMPANINI | 4730 Pinetree Dr., #4 Miami Beach, FL 33140 | 100 | \$100.00 |

ARTICLE X

The name and address of the initial registered agent is:
MARC POSTELNEK, ESQ., 407 Lincoln Road, Suite 11-B, Miami Beach,
FL 33139.

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being director or officer of the Corporation, or by reason of any action alleged to have taken or omitted by him as a director or officer. The Corporation shall reimburse each person for all costs, legal fees and other expenses reasonably incurred by him in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

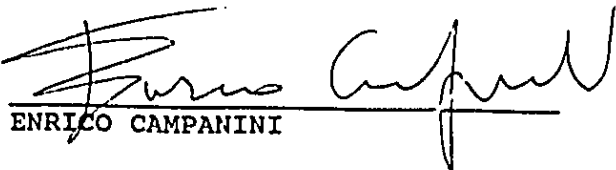
The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XII

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract

or transaction, with like force and effect as if he were not a director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 24 day of MAY, 1995.


ENRICO CAMPANINI

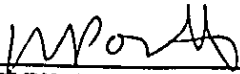
STATE OF FLORIDA)

COUNTY OF DADE)

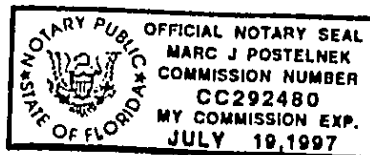
SS:

BEFORE ME, the undersigned authority, personally appeared ENRICO CAMPANINI, to me personally known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation and he acknowledged that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
aforescribed this 24 day of MAY, 1995.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

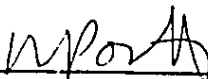


**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE.**

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

First, that SIDEKICK CORP., a Florida Corporation
qualified to do business under the laws of this State, with its
principal office at 4730 Pinetree Drive, Suite 4, Miami Beach,
FL 33140, has appointed MARC POSTELNEK 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 provisions of said Act relative to keeping
open said office.



MARC POSTELNEK, REGISTERED AGENT
407 Lincoln Road, Suite 11-B
Miami Beach, FL 33139