

JUN-10 1995 12:00 PM TO 1 400-24000 P.01

8 3:09 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
(((H95000008075))) FROM: EMPIRE CORPORATE KIT COMPANY
10: DIVISION OF CORPORATIONS 1492 W FLAGLER ST
DEPARTMENT OF STATE SUITE 200
STATE OF FLORIDA MIAMI FL 33136- 0-0000
409 EAST GAINES STREET
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3604
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
(((H95000008075))) NAME: CEREBROS CORP.
FAX AUDIT NUMBER: H95000008075 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/21/1995 TIME REQUESTED: 15:09:45
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000008075)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:05

95 JUL 24 AM 10:23
RECEIVED

RECEIVED
95 JUL 24 AM 8:06
DIVISION OF CORPORATIONS

(5)

ARTICLES OF INCORPORATION
OF
CEREBROS CORP.

The undersigned, acting as incorporator of CEREBROS CORP., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

CEREBROS CORP.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the business of Import/Export, Trading, and General Consultation, and may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the benefit of the corporation. Each issued and outstanding stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing address of the initial principal office of the corporation is 1704 N.E. 16th Avenue, Ft. Lauderdale, 33305. The name of the corporation's initial registered agent is John P. Jankowski, Jr., Esq., whose address is Cornerstone One - Suite 220, 1200 South Pine Island Road, Plantation, FL 33324-4402.

Prepared by:

John Jankowski

FL Bar #833533

1200 South Pine Island Rd. #220

Plantation, FL 33324

305-370-1026

H95000008075

H95000008075

ARTICLE VI. INITIAL BOARD OF DIRECTORS AND OFFICERS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Don Kittelson
1704 N.E. 16th. Avenue,
Ft. Lauderdale, FL 33305

The initial officers are:

President/Secretary - Don Kittelson
Vice-President - Andrea de Andrade Souza

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Don Kittelson
1704 N.E. 16th. Avenue
Fort Lauderdale, FL 33305

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

H95000008075

H95000008075

ARTICLE X. PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which each existing shareholder already holds, to purchase his/her pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE XI. INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of July, 1995.


DON KITTELSON

STATE OF FLORIDA

COUNTY OF BROWARD

) ss:

The foregoing instrument was acknowledged before me this 21 day of July, 1995, by DON KITTELSON, to me well known to be the person who executed the foregoing articles and who did take an oath. DON KITTELSON is personally known to me or has produced as identification.



JOHN F. JANKOWSKI JR.
My Commission OCT2000
Expires Mar. 08, 1998
Bonded by HAI
800-422-1000


Notary Public, State of Florida

Print Name: JOHN F. JANKOWSKI JR.

My commission expires:

H95000008075

H95000008075

JAN-10-1900 15:14 FROM

TO

1904922-1000

P.03

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CEREBROS CORP. in the foregoing articles of incorporation, I, heroby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of registered agent of which I am familiar.

BY:


JOHN F. JANKOWSKI

Cerebros\articles

95 JUL 24 AM 10:29
RECEIVED
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE