

JAN 03 1996 9:41 AM

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNITECH CONSULTING, INC.

FAX AUDIT NUMBER: H96000000232

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/03/1996

TIME REQUESTED: 09:41:18

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076077002504

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Thank you.

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FLORIDA DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
UNITECH CONSULTING, INC.**

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**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **UNITECH CONSULTING, INC.** The address of the initial principal office and the mailing address of this corporation is Suite 2200, 150 West Flagler Street, Miami, Florida, 33130.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of engaging in all aspects of trade and business and to engage in, conduct and transact any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Million (1,000,000) shares of common stock, all of which are to have a par value of One Cent (\$0.01), currency of the United States of America, per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration may consist of cash or any tangible or intangible property or benefit to this corporation, which shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or series as that which he already

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Prepared by: Owen S. Freed, Esq.  
Florida Bar No.: 0026515  
150 W. Flagler St., Suite 2200  
Miami, FL 33130  
(305)789-3200

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holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V - INITIAL REGISTERED

##### OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Address

Owen S. Freed

Suite 2200, 150 West Flagler St.  
Miami, Florida, 33130

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

#### ARTICLE VII - INITIAL

##### BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one.

The name and address of the member of the initial Board of Directors of this corporation are:

Name

Address

Rafael Morillo

Avenida 3 Y # 69-24  
Maracaibo, Venezuela

#### VIII ARTICLE - OFFICERS

This corporation shall initially have a President and a Secretary. It shall have such other officers as the Board of Directors may further designate. The initial officers of the corporation to serve until their successors have been duly elected and qualified are:

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President: Rafael Morillo  
Vice President: Fernando Fonseca  
Secretary: Owen S. Freed

**IX ARTICLE - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as Incorporator is:

<u>Name</u>	<u>Address</u>
Rafael Morillo	Avenida 3 Y # 69-24 Maracaibo, Venezuela

**ARTICLE X - BYLAWS**

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.


**ARTICLE XI - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

**ARTICLE XII - AMENDMENT**

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4 day of January, 1996.

  
\_\_\_\_\_  
Rafael Morillo  
Incorporator

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of UNITECH CONSULTING, INC., and state that I am familiar with and accept the obligations of Section 607.0601 of the Florida Statutes.

  
\_\_\_\_\_  
Owen S. Frost  
Registered Agent

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