

IMMIGRATION LAW CENTER

A Private Law Firm

John V. A. Holmes, Esq.

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Simon R. Urdaneta, Esq., Licensed
to Practice Law in Venezuela Only

SECRETARY OF STATE
STATE OF FLORIDA
CORPORATIONS DIVISION
P.O. BOX 6327
TALLHASSEE, FLORIDA 32301

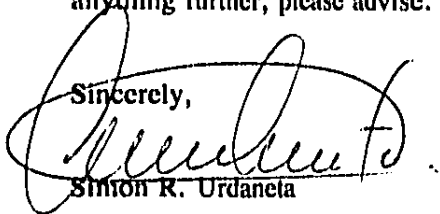
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Gentlemen:

Re: Adebay International, Inc.

Please file the enclosed Articles of Incorporation and return the copy enclosed indicating the filing date. Our firm check in the amount of \$122.50 is enclosed for the filing fee. If you need anything further, please advise.

Sincerely,


Simon R. Urdaneta

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APR 22 AM 10:17
TALLHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ADEBAY INTERNATIONAL, INC.**

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this corporation is: ADEBAY INTERNATIONAL, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

811 N. Magnolia Ave.
Orlando, Florida 32803-3810

**ARTICLE III
MAILING ADDRESS**

811 N. Magnolia Ave.
Orlando, Florida 32803-3810

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue the following number of shares of the following classes at the following par values:

No. Shares: 500	Class: Common	Par Value: \$1.00
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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office, principal place of business and mailing office of this corporation is as follows:

811 N. Magnolia Ave.
Orlando, Florida 32803-3810

The name of the initial registered agent at that address is John V.A. Holmes.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is two. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one(1). The name and address of the initial director of the corporation is as follows:

Adela V. Martinez
843-A Skylake Circle
Orlando, Florida 32809

Anthony E. Bayode
843-A Skylake Circle
Orlando, Florida 32809

**ARTICLE VII
INCORPORATOR(S)**

The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation are:

John V.A. Holmes
811 North Magnolia Ave.
Orlando, Florida 32803-3810

**ARTICLE VIII
BY LAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IX
NATURE OF THE BUSINESS**

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation

**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

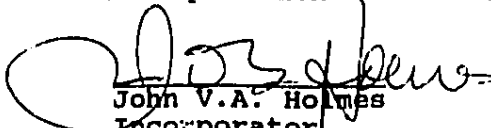
**ARTICLES XI
INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


**ARTICLES XII
AMENDMENTS OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment herto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 15th day April, 1996.


John V.A. Holmes
Incorporator

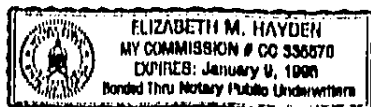
Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes, 1994


John V.A. Holmes
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared John V.A. Holmes to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he/they executed such instrument.

IN WITNESS WHEREOF, I have herein to set my hand
and seal this 15th. day of April, 1996.



Elizabeth M. Hayden
Notary Public, State of Florida
Elizabeth M. Hayden
811 N. Magnolia Ave.
Orlando, Florida 32803
My commission Expires:

Identification Produced: Personally Known

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

of

ELIM HOME SERVICES, INC.

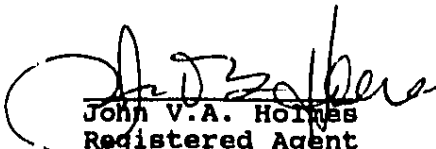
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ELIM HOME SERVICES, INC.

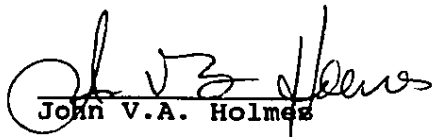
2. The name and address of the registered agent and office is:

John V.A. Holmes
811 N. Magnolia Ave.
Orlando, Florida 32803-2810


John V.A. Holmes
Registered Agent

Date: APRIL 1, 1996

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 A REGISTERED AGENT.


John V.A. Holmes

Date: APRIL 1, 1996

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TALLAHASSEE, FLORIDA