

COMM.

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

828 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(804) 681-0828

(Phone #)

OFFICE USE ONLY

546112
SEP 10 1996
TALLAHASSEE, FLORIDA
*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Omnitech International, Inc.
(Corporation Name) (Document #)

2 _____
(Corporation Name) (Document #)

3 _____
(Corporation Name) (Document #)

4 _____
(Corporation Name) (Document #)

☒ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SEP 10 1996
TALLAHASSEE, FLORIDA
FILED
96 SEP 10 AM 8:04
HOLD FOR
PICKUP BY
UCC SERVICES

Examining's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1996

UCC FILING & SEARCH SERVICES, INC.

The name OMNITECH INTERNATIONAL, INC. has been reserved for 120 days beginning August 12, 1996. The reservation number is R96000003846 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Euro

Letter number: 696A00038305



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 10, 1990

UCC FILING & SEARCH SERVICES, INC.
520 EAST PARK AVENUE
TALLAHASSEE, FL 32301

SUBJECT: OMNITECH INTERNATIONAL, INC.
Ref. Number: W96000018907

We have received your document for OMNITECH INTERNATIONAL, INC. and check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 796A00041992

CORRECTED 9-10-90
See name reservation ltr. attached.

RECEIVED
SEP 13 1990
U.S. DEPT. OF COMMERCE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
OMNITECH INTERNATIONAL, INC.

FILED
96 SEP 10 AM 9:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Statutes of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1

Name of Corporation

1.1 Name. The name of the Corporation is OMNITECH INTERNATIONAL, INC.

ARTICLE 2

Purposes and Powers

2.1 Purpose. The purposes for which the Corporation is organized are as follows:

(a) To engage in the import and export of goods and services, to render professional consultant services for project development in various fields and industries, and to act as a factory consultant for manufacturers and wholesalers of goods, products and services.

(b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except, that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, association, cooperative association, fraternal benefit-society, state fair, or exposition.

(c) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired; to

erect, or cause to be erected, on any land owned, hold, or occupied by the Corporation, buildings or other structures with their appurtenances; to manage, operate, lease, rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any land so owned, hold or occupied; and to encumber or dispose of any lands or interests in lands, any buildings or other structures located thereon, and any stores, shops, bulten, rooms, or parts of any buildings or any other structures located on any such land at any time owned or hold by the Corporation.

(d) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any real property or personal property at any time owned, hold or occupied by the Corporation; to invest, trade, and deal in any personal property deemed beneficial to the Corporation; and to encumber or dispose of any personal property at any time owned or hold by the Corporation.

(e) To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.

(f) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States or by such foreign county.

2.2 Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the Corporation shall have and exercise all the powers specified in the Statutes of the State of Florida.

2.3 Specific Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of

Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 2.1 of this Article 2, the Corporation shall have and exercise the following specific powers:

(a) To appoint Officers and Agents. To elect or appoint officers and agents of the Corporation and define their duties to the Corporation.

(b) To Act as Agent. To act in the State of Florida and in any state, territory, district or foreign country, in the capacity of agent or representative for any individual, association, corporation or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

(c) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey, mortgage, either alone or in conjunction with others, real estate of every kind, character and description, whatsoever and wheresoever situated, and any interest therein.

(d) To Deal in Personal Property Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description, whatsoever and wheresoever situated, and any interest therein.

(e) To Deal in Securities Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, sue, employ, sell, mortgage, lend, pledge or otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(f) To Deal in Its Own Securities. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of, the shares of the Corporation; but it shall not purchase, either directly or indirectly, its own shares, except out of its earned surplus or, with the affirmative vote of the holders of

at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.

(g) To Deal in Charters, Licenses and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, exchange, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute, or any partial or qualified, interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations necessary lawfully to accomplish the purpose set forth in Section 2.1 of this Article 2.

(h) To Deal in Inventions, Copyrights and Trademarks. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute, or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, and trade names and applications therefor.

(i) To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 2.1 of Article 2.

(j) To Enter into Profit Sharing Arrangements and Partnership. To enter into any lawful arrangements for sharing profits, union of interest reciprocal association, or cooperative association, with any corporation, association, partnership, individual or other legal entity, for the carrying on of any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2, and to enter into any general or limited partnership, the purpose of which is similar to the purposes set forth in Section 2.1 of Article 2.

(k) To Make Contracts. To enter into, make, perform, and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(l) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation or other entity, to the extent that such guaranty is made pursuant to the purposes set forth in Section 2.1 of this Article 2.

(m) To Borrow Funds. To borrow or raise moneys for any of the purposes of the Corporation set forth in Section 2.1 of this Article 2 and, from time to time, without limitation as to amount, to execute, accept, endorse and deliver, as evidence of such borrowing, all kinds of securities including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(n) To Lend Funds Generally. To lend money for any of the purposes set forth in Section 2.1 of this Article 2, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

ARTICLE 3

Capital Stock

3.1 Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 10,000 shares of Common Stock, having a par value of \$1.00 per share.

3.2 Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the

Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has right to vote; or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal; or by distributing such votes on the same principle among any number of such candidates.

3.3 Payment for Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive. No certificate shall be issued for any share until such share is fully paid.

3.4 Dividends. The holders, from time to time, of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital of the Corporation, but not otherwise, dividends payable either in

cash, in property, or in shares of the Common Stock of the Corporation.

3.5 Pre-Emptive Rights. The holders, from time to time, of the Common Stock of the Corporation shall have the preemptive right to purchase at such respective equitable prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the Common Stock of the Corporation as may be issued from time to time, over and above the issue of the first shares of the Common Stock of the Corporation which have never previously been sold. Such pre-emptive rights shall apply to all such shares issued after such first shares, whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in treasury of the Corporation, and shall be exercised in the respective ratio which the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 4

Initial Capital

4.1 Initial Capital. The amount of capital with which the Corporation will begin business is \$500.00.

ARTICLE 5

Period of Duration

5.1 Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 6

Address

6.1 Address. The initial address of the principal office of the Corporation in the State of Florida is 5120 Pine Lake Road, Wesley Chapel, FL 33543-4459. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE 7

Data Respecting Directors

7.1 Initial Board of Directors. The initial Board of Directors shall consist of not less than (1) member, who need not be a resident of the State of Florida nor a stockholder of the Corporation. The initial Board of Directors shall hold the organizational meeting of the Corporation.

7.2 Names and Addresses. The names and addresses of the initial Board of Directors, who shall serve until their successors shall have been elected and qualified are:

Konstantin Dimitrov	Borislav Tchernae
5120 Pine Lake Road	5120 Pine Lake Road
Wesley Chapel, FL 33543-4459	Wesley Chapel, FL 33543-4459

7.3 Increase of Directors. The number of Directors may be increased or decreased, from time to time, by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1).

ARTICLE 8

Subscriber/Incorporator

8.1 Subscriber. The name and address of the Subscriber to these Articles of Incorporation are:

Konstantin Dimitrov
5120 Pine Lake Road
Wesley Chapel, FL 33543-4459

ARTICLE 9

Provisions for Regulation of the Internal Affairs of the Corporation

9.1 Meeting of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided in the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.

9.2 Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Florida.

9.3 By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend, alter, or repeal the By-Laws, or the adoption of new By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of incorporation.

9.4 To Whom Shares May Be Sold. Subject to the provisions of Section 3.5 of Article 3 of these Articles of Incorporation, any of the shares of the Corporation may be issued, sold or otherwise

disposed of, by it, from time to time, to such persons, corporations, or other legal entities as the Board of Directors of the Corporation may determine.

9.5 Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors; or between the Corporation and any firm in which one or more of its Directors is a member or employee, or in which they are interested; or between the Corporation and any corporation or association in which one or more of its Directors is a stockholder, member, director, officer or employee, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction; and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors. The Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, and such interested Director or Directors are to be counted in calculating the majority necessary to carry such a vote. This Section shall not be construed so as to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 10

Amendments

10.1 Amendments to Articles of Incorporation. The

Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter proscribed or permitted by the provisions of any other applicable Statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted subject to this reservation.

ARTICLE 11

Designation of Registered Agent

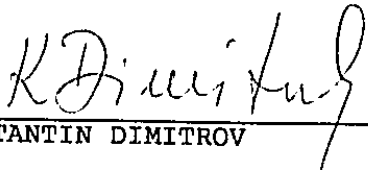
11.1 Registered Agent. The Registered Agent of the Corporation and his address, until proper notification of change thereof is given to the Secretary of State of Florida, shall be Konstantin Dimitrov, 5120 Pine Lake Road, Wesley Chapel, FL 33543-4459, and the address of its initial registered office is 5120 Pine Lake Road, Wesley Chapel, FL 33543-4459.

ARTICLE 12

Indemnification

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

IN WITNESS WHEREOF, I, the undersigned, have executed this Certificate of Incorporation for the uses and purposes herein stated.



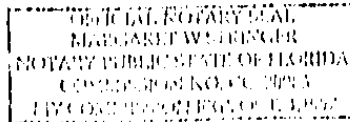
KONSTANTIN DIMITROV

STATE OF FLORIDA

COUNTY OF Pasco

The foregoing instrument was acknowledged before me this
31st day of September, 1996, by KONSTANTIN
DIMITROV, who is personally known to me or who produced
an identification.

Margaret W. Stringer
Notary Public, State of Florida
Print: Margaret W. Stringer
My Commission Expires:



ACCEPTANCE

I hereby accept appointment as Registered Agent of the above
named Corporation, and agree to serve as such until my successor is
named by the Directors of the Corporation, and the proper
department of the State of Florida notified thereof.

K. Dimitrov
KONSTANTIN DIMITROV

FILED
96 SEP 10 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA