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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694
NAME: TORBAY, INC.
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ARTICLES OF INCORPORATION

FOR

TORBAY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

Name & Address

The name of the corporation is Torbay, Inc. and the principal address shall be 13020 N.W. 1 Street, Plantation, Florida 33325.

Article II

Duration

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of the State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of the State.

Article III

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

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Article IV**Capital Stock**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding is ten thousand (10,000) shares of common stock having a one (\$.01) cent par value per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Voting in a cumulative fashion shall not be permitted.

Article V**Initial Registered Office and Agent**

The name of the initial registered agent of this corporation is Jon Xabier Zabala. The street address of the initial registered officer of this corporation is 13020 N.W. 1 Street, Plantation, Florida 33325.

Article VI**Director**

(a) **Number.** This corporation shall have one (1) director initially. The number of director(s) may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Director(s).** The name and street address of the initial directors of the Corporation are:

Name	Address
Jon Xabier Zabala	13020 N.W. 1 Street, Plantation, Florida 33325

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

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Article VII**Officers**

(a) **Position.** This Corporation shall have the following offices filled: the President, Secretary and Treasurer; others will be filled as required.

(b) **Initial Officers.** The title, name and street address of the Officers of the Corporation is:

Title	Name	Address
President	Jon Xabier Zabala	13020 N.W. 1 Street
Secretary & Treasurer		Plantation, Florida 33325

(c) **Compensation.** The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Officers, and to fix the basis and conditions under which such compensation is paid. Any officer of the Corporation may also serve in another capacity and receive compensation therefore in any form.

Article VIII**Bylaws**

The initial bylaws of this Corporation shall be adopted by the Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw or bylaws adopted by the Shareholders if they specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

Article IX**Incorporator**

Jon Xabier Zabala
13025 N.W. 1 Street
Plantation, Florida 33325

Article X**Indemnification**

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article XI

Amendment

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

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 13 day of September of 1996.

INCORPORATOR


Jon Xavier Sabara

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE with Section 48.901 of the Florida Statutes, the following is submitted:

Torbay, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Dade County, State of Florida, has named Jon Xavier Zabala, located at 13020 N.W. 1 Street, Plantation, Florida 33325 as its agent to accept service of process within Florida.

Incorporator:


Jon Xavier Zabala

Dated this 13 day of September of 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the place designated in this Certificate, 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.

Registered Agent:


Jon Xavier Zabala

Dated this 13 day of September of 1996.

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