

OCT 22 1999

EMPIRE CORPORATE KIT

P 02/08

S

4:01 PM

P96000087371

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000013558 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: KIMERA PUBLISHING, INC.

AUDIT NUMBER.....H96000013558

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:30:4.

37

37

6296-20497
51 12/23
096A-48963

FILED
36 OCT 23 PM 12 '99



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 27, 1996

EMPIRE

SUBJECT: KIMERA PUBLISHING, INC.
REF: W96000020497

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

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) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000013558
Letter Number: 296A00044540

H96000013558

ARTICLE OF INCORPORATION OF

KIMERA PUBLISHING, INC.

ARTICLE I NAME

The name of this corporation is **KIMERA PUBLISHING, INC.**

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$ 1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC.
8001 N.W. 7 ST # 8
MIAMI, FL 33126
TEL: (305) 265-1547

H96000013558

FILED
96 OCT 23 PM 12:57
DEPT. OF STATE
TELETYPE UNIT

H96000013558

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 7907 N.W. 53th ST Suite 163, Miami, FL 33166. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Jaime Gamboa	7907 N.W. 53 ST Suite 163
President, Vice-President	Miami FL 33166
Treasurer, Secretary	

ARTICLE VIII SUBSCRIBERS

This name and street addresses and the number or shares of stock subscribe to by each person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
Big 10 Trading Corporation, Inc.	7907 N.W. 53 ST Suite 163 Miami, FL 33166	50%
Disjugar Ltd	Calle 22F # 3437 Municipio Sta Fe Bogota Colombia	50%

H96000013558

H96000013558

H96000013558

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Corporation be made.

ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

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

H96000013558

H96000013558

ARTICLE XII REGISTERED AGENT

The Street address of the initial registered office of the corporation shall be 7907 N.W. 53 ST Suite 163 Miami, Florida 33166, and the name of the initial registered agent of the corporation at corporation at that address is Big 10 Trading Corporation Inc.

ARTICLE XIII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XIV INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation: Big 10 Trading Corporation Inc, 7907 N.W. 53 ST Suite 163, Miami, FL 33166

IN WITNESS WHEREOF, the undersigned agent of Big 10 Trading Corporation Inc. has hereunto set their hand and seal of Big 10 Trading Corporation Inc, on September 26, 1996.

Big 10 Trading Corporation Inc.

By:


Its Agent, Jaime Gamboa

H96000013558

OCT-22-1996 14:22

EMPIRE CORPORATE KIT

P.07/08

H96000013558

FILED
96 OCT 23 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION.

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Big 10 Trading Corporation Inc.

By.


Its Agent Jaime Gamboa

H96000013558

OCT-22-1996 14:23

EMPIRE CORPORATE KIT

P.08/08

96 OCT 22 1996
FILED
H96000013558
FBI 12:52
STATE
FALLS CHURCH, VIRGINIA

**ASSIGNMENT BY THE SOLE INCORPORATOR OF THE ARTICLE OF
INCORPORATION OF KIMERA PUBLISHING, INC.**

Big 10 Trading Corporation Inc as sole incorporator, for value received hereby assigns
any and all rights it may have as such incorporator to the following:

Jaime Gamboa

Dated: September 26, 1996

Big 10 Trading Corporation Inc.

By:


Its Agent, Jaime Gamboa

H96000013558

H96000013558

TOTAL P.08