

*PT 0000 30/66*

March 20, 1997

000002122780--6

-03/24/97--01208--003

\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

**SUBJECT: Registration of TECHXPORT, INC. - EIN 65 - 0735022**

Dear Srs:

Enclosed please find the statutes, for the above mentioned corporation and a \$122.50 check for various registration fees.

Please note that under **Article 4** page 2, I state that the principal address, and registered office address are the same.

If you have any questions regarding this matter, please call me. I can be reached at the following phone number (305)595 7234.

Best regards,

*Luis A. Montoya*

Luis A. Montoya

97 APR -3 2 5 01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILE

*4/3*

*Reg. Agt. 11  
1097-1152*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 27, 1997

LUIS A MONTOYA  
9030 S.W. 1225TH AVE.  
SUITE E-408  
MIAMI, FL 33186

SUBJECT: TECHXPORT, INC.  
Ref. Number: W97000007152

We have received your document for TECHXPORT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 797A00015596

March 28, 1997

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

**SUBJECT: TECHXPORT, INC.**

**Ref. Number : W97000007152**  
**Letter Number: 797A00015596**

**Attn.: Ms. Loria Poole - Corporate Specialist**


Dear Ms:

Enclosed please find the revised and rewrote statutes of Techxport, Inc.,

Please note that under **Article 4** page 2, I state that the principal address ,and registered office address are the same.

If you have any questions regarding this matter, please call me. I can be reached at the following phone number (305)595 7234.

Best regards,

A handwritten signature in cursive script, appearing to read "Luis A. Montoya".

Luis A. Montoya

## ARTICLES OF INCORPORATION

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.*

### ARTICLE I

The name of the corporation shall be: **TECHXPORT, INC.**

FILED  
97 APR -3 AM 9:04  
CLERK OF STATE  
TALLAHASSEE FLORIDA

### ARTICLE II

The principal place of business and mailing address of this corporation shall be:

9030 SW. 125<sup>th</sup> Ave. Suite E408  
Miami, FL 33186

### ARTICLE III    SHARES

This corporation is authorized to issue 50,000 shares of common stock, \$0.01 per value.

Each share of common stock of this corporation shall entitled the holder of record thereof to one vote upon each proposal presented at lawful meeting of the stock holders.

No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

#### **ARTICLE IV**

The initial registered agent and street address of the initial registered office of this corporation, and also principal office is:

NAME: Luis A. Montoya

ADDRESS: 9030 SW. 125<sup>th</sup> Ave. Suite E 408  
Miami, FL 33186

#### **ARTICLE V**

This corporation shall have one(1) director initially.

The number of directors may be increased or decreased from time to time by a vote of a majority of the shareholders, but shall never be less than one.  
The name and address of the initial director is:

NAME: Luis A. Montoya

ADDRESS: 9030 SW. 125<sup>th</sup> Ave. Suite E 408  
Miami, FL 33186

#### **ARTICLE VI**

The name and address of the incorporator is:

Luis A. Montoya

9030 SW. 125<sup>th</sup> Ave. Suite E 408  
Miami, FL 33186

## ARTICLE VII

(1) The initial bylaws of this corporation shall be adopted for the board of directors. The bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any bylaw adopted by the directors. The directors may not alter amend or repeal any bylaw adopted by the stockholders, nor may the directors adopt bylaws which would be in conflict with the bylaws adopted by the stockholders.

(2) Any incorporator or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

(3) Each director and officer of the corporation whether or not then in office, shall be indemnified by the corporation against all cost and expenses reasonably incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made party by reason of his being or having been a director to include attorney's fees and cost of reasonably settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have derelict in the performance of this duty has such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law: the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such directors or officers.

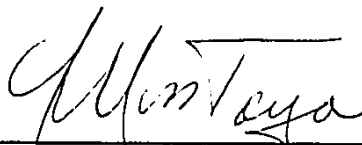
(4) A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a stockholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved by either: (a) a vote of majority of the board of directors having no interest in such contract or transaction; or (b) the written consent or vote of a majority of the outstanding shares of stock in the corporation entitled to vote. A director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additional, no director or officer shall be liable to account to the corporation for any profits realized by, from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he,

or any firm of which he is a member or any corporation which he is a stockholder, was interested in such transaction or contract. Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such contract in any other manner permitted by law.

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

The undersigned incorporator have executed these Articles of Incorporation this

28<sup>th</sup> day of March, 1997

A handwritten signature in cursive script, appearing to read "Luis A. Montoya", is written over a horizontal line.

Luis A. Montoya  
Incorporator Registered Agent

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

PURSUANT TO THE PROVISION 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: **Techxport, Inc.**
2. The name and address of the registered agent and office is:

Luis A. Montoya.

(Name)

9030 SW. 127<sup>th</sup> Ave.

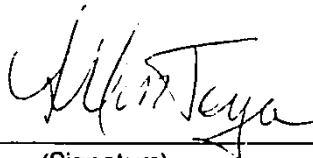
(PO. Box or Mail Drop Box NOT acceptable)

Miami, Florida / 33186

(City, State/Zip)

*Having 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Signature)

March 28, 1997

(Date)

97 APR -3  
AM 9:04  
STATE  
OFFICE

FBI