

TRANSMITTAL LETTER

P97000059495

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Vertex Business Group, Inc.  
(Proposed corporate name - must include suffix)

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-07/07/97--01115--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Raul Castro  
Name (Printed or typed)

4 Fleming Court  
Address

fort Lauderdale, FL 33326  
City, State & Zip

(954) 384-6281  
Daytime Telephone number

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CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

7-9-97  
WDS

**Articles of Incorporation  
of  
Vertex Business Group, Inc.**

The undersigned natural person of the age of twenty-one years or more, for the purpose of forming a corporation under the General and Business Corporation Law of the State of Florida, does hereby adopt the following Articles of Incorporation:

**Article One**

The name of the corporation is: Vertex Business Group, Inc.

**Article Two**

The address of the initial registered office in the State of Florida is 4 Fleming Court, Fort Lauderdale, FL 33326; the name of the initial registered agent is Raul Castro.

**Article Three**

The aggregate number of shares which the corporation shall have the authority to issue shall be Fifty Thousand (50,000) shares of common stock, with a par value of One Dollar (\$1.00) per share. The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of said class are none, except that the preemptive right of common shareholders to acquire additional shares of the common stock of the corporation shall exist.

**Article Four**

The number of shares to be issued before the corporation shall commence business is One Thousand (1000) shares, the consideration to be paid therefore shall be One Dollar (\$1.00) per share or more, and the capital with which the corporation shall commence business is a minimum of One Thousand Dollars (\$1000.00).

**Article Five**

The name and place of residence of the incorporator is Lillian Acosta, 13951 SW 66 Street #A102, Miami, FL 33183.

**Article Six**

The Board of Directors shall consist of three members, none of whom need be shareholders of the company, to be elected at the first meeting of shareholders. At any given time, the shareholders may choose to leave as many as two director positions vacant pending selection and election of individuals to those positions. The shareholders may wait as long a period of time as they may choose before filling any vacancies on the board.

**Article Seven**

The duration of the corporation is perpetual.

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### Article Eight

The corporation is formed for the following purposes:

1. The development, design, construction, sale, purchase, organization and placement of hardware and software systems involved in communications, data processing, warehousing and retrieval and all activities related thereto and any business activities not in conflict with the laws of the State of Florida and the laws of the United States of America; the performance of personal service contracts, agency functions and consulting services; the performance of fiduciary and representative functions; and to perform any and all businesses related thereto for the benefits of its shareholders and to expand or limit the business pursuant to good and reasonable business practices and to perform all other actions and functions permitted by the laws of the several States and the common law developed therein governing general business corporations.
2. To borrow or raise money or its equivalent for any of the purposes of this corporation and to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, either secured by mortgage, pledge or otherwise unsecured, for any money borrowed, or in payment of property purchased, leased or acquired, or for other items to mortgage or pledge all or any part of its properties, rights, interests, and franchises, including any or all shares of stock, bonds, debentures, notes, script or other obligations or evidences of indebtedness at any time owned by it.
3. To buy, lease and otherwise acquire lands and interests on lands of every kind and description and wheresoever situated; to buy, lease and otherwise acquire and to construct and erect buildings, structures and residences of all kinds in and on said lands for any uses and purposes; to hold, own, improve, develop, maintain, operate, lease, convey, exchange, mortgage, sell or otherwise dispose of said lands, improvements or any interests therein.
4. To buy, sell, hold, own and otherwise deal in open accounts, commercial papers, bills of lading, warehouse receipts, bonds, securities, leases, contracts, mortgages, choses in action and personal property of every kind, nature and description; to buy, sell, hold, own, take and receive, by way of absolute or security title, and deliver, on consignment or in trust or under bailments, and other dealings in personal property of any kind, nature and description.
5. To buy, own, hold, sell, assign, transfer, mortgage, pledge and deal in stocks, bonds, securities and evidences of indebtedness issued or created by any other corporation, association, partnership or individual; and, while in control of the same, to exercise all rights, powers and privileges thereto appertaining.
6. To buy, sell and hold and otherwise deal in calls, puts, indexes and all other forms of options, both covered and uncovered; to buy, sell, hold and otherwise deal in stocks and bonds and to maintain margin accounts of any type.
7. To buy, sell, hold, assign, transfer, mortgage, pledge, and deal in and with its own capital stock, notes, bonds, securities and evidences of indebtedness in such manner and to such extent as may now or hereafter be permitted by law.
8. To enter into, make, perform and carry out as principal, agent or broker, contracts of any and every kind for any business purpose with any person, firm, association or corporation or with any domestic or foreign, governmental, municipal or public authority or entity of any kind.
9. To purchase and acquire, as a going concern or otherwise and to carry on, maintain and operate all or any part of the property or business of any corporation or firm, association, entity or person whatsoever deemed to be of benefit to the corporation or useful in any manner in connection with any of its

business purposes; to conduct, transact, operate and carry on business incidental or germane to the business purposes hereinabove enumerated.

10. To have and exercise all the powers now or hereafter conferred by the laws of the State of Florida and the laws of the several States upon corporations organized under the laws of said State and any and all acts amendatory thereof and supplemental thereto; and to do any and all acts necessary and proper in carrying out or accomplishing any and all of the above-mentioned purposes or any part thereof not inconsistent with the Constitution and laws of the State of Florida or these Articles of Incorporation.

#### Article Nine

The Board of Directors shall have the power and right to alter, amend or repeal the bylaws of the corporation.

#### Article Ten

The Board of Directors is authorized and hereby directed to adopt a plan pursuant to Section 1244 of the Internal Revenue Code prior to issuance of any common stock by the corporation and said plan shall cover the issuance of the initial fifty thousand(50,000) shares of common stock; for the purposes of this plan, the initial Board of Directors shall be elected according to the terms of the subscription agreements executed by the individuals and corporations subscribing to become shareholders of this corporation; once the plan is adopted by the corporation by vote of this Board of Directors and the shares of common stock issued to the shareholders, a new Board of Directors shall be elected by cumulative vote of the shareholders. This Board of Directors is hereby directed to approve the plan cited herein and adopt it as its own act and deed for the benefit of the shareholders of this corporation; after issuance of the first fifty thousand(50,000) common shares, the Board of Directors may proceed as it deems proper with respect to the issuance of any other securities by the corporation dependent upon the terms of these Articles of Incorporation.

Executed this 20th day of June 1997 by Lillian Acosta as Incorporator and Raul Castro as Registered Agent for those individuals and corporations subscribing to become shareholders of this corporation.



Lillian Acosta, Incorporator

*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 registered agent.*



Raul Castro, Registered Agent

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