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TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT -1 AM 10: 07

Date: 9-18-97

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

100002299331--4  
-09/22/97--01071--014  
\*\*\*131.25 \*\*\*131.25

Subject: Servicode America Inc.

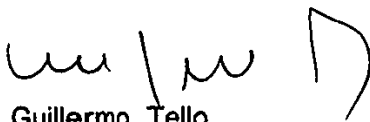
Dear Sirs:

Would you please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certified check or money order in the amount of \$ 131.25 as follows:  
  
\$ 70.00 for filing fees and Designation of Registered Agent.  
  
\$ 52.50 for a certified copy.  
  
\$ 8.75 for the Certificate of Status

Please send your correspondence concerning this filing to the following address:  
1436 Bay Harbor Drive, # 301 Palm Harbor, Florida, 34685  
Daytime Telephone number: 813 784 9644

Sincerely,



Guillermo Tello  
Incorporator

10-1-97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 24, 1997

GUILLERMO TELLO  
1436 BAY HARBOR DRIVE #301  
PALM HARBOR, FL 34685

SUBJECT: SERVICODE AMERICA INC.  
Ref. Number: W97000021871

We have received your document for SERVICODE AMERICA INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must have original signatures.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 397A00047189

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

**OF**

**SERVICODE AMERICA INC.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation.

**ARTICLE I - NAME**

The name of the Corporation shall be:

**SERVICODE AMERICA INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:

**1436 Bay Harbor Drive, # 301 -- Palm Harbor, FL 34685**

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue one class of stock, that being 3,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the by-laws of the corporation.

Shareholders may not sell their shares of stock to third parties without first offering them in writing under the same terms and conditions to the other shareholders proportionately to their ownership of shares. Offerees shall have ten (10) days within to accept or refuse to purchase, in writing.

Shares may be issued for such consideration as is determined from time to time by the stockholders. This power which is hereby reserved unto the stock-holders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non assessable.

#### **ARTICLE V - INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1)

#### **ARTICLE VI - INITIAL DIRECTORS**

The name and street address of each of the member of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
GUILLERMO TELLO	1436 Bay Harbor Drive # 301 Palm Harbor, FL 34685
CONSTANZA M. TELLO	1436 Bay Harbor Drive # 301 Palm Harbor, FL 34685

#### **ARTICLE VII - INDEMNIFICATION**

No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as Director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and

against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation.

Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the act that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### **ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the corporation's initial registered agent is:

**Guillermo A. Tello - 1436 Bay Harbor Drive - Palm Harbor, FL 34685 # 301**

#### **ARTICLE IX - REMOVAL OF DIRECTORS**

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

**ARTICLE X - INCORPORATOR**

The name and street address of the incorporator of this corporation is:

**Guillermo A. Tello - 1436 Bay Harbor Drive - Palm Harbor, FL 34685**

**ARTICLE XI - BY LAWS**

The power to adopt, alter, amend, or repeal By - laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new by-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-laws made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE XII - POWERS**

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

**ARTICLE XIII- 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 stock holders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date: 9/18/97

Name of Incorporator: Guillermo A Tello

Signature of Incorporator:  9/26/97

FILED  
CLERK, TARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT -1 AM 10:07

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

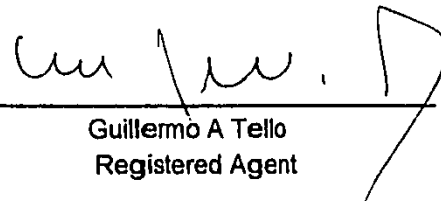
1. The name and address of the corporation's registered agent and registered office is:

Name: Guillermo A Tello

Street address: 1436 Bay Harbor Drive - # 301  
Palm Harbor, FL 34685

Having been named as the 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.

By: \_\_\_\_\_

  
Guillermo A Tello  
Registered Agent

Date of signature: 9/18/97