

P97000103481

10661 N. Kendall Drive  
Suite 116  
Miami, FL 33176  
December, 03 1997

Florida Dept. of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32301

100002365251--3  
-12/08/97--01043--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: TECH MART CORPORATIONS, INC

Gentleman:

We are enclose herein the above captioned's Articles of Incorporation and agent of record statement. Also enclosed is our check in the amount of 70.00 for fees and taxes.

If any additional information is needed, please advise.

Your truly,

Edison J. Netto

PD:lpf  
Enclosures

FILED  
97 DEC -8 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/18/97  
12/28/97

FILED  
\* 97 DEC -8 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION**  
**OF**  
**TECH MART CORPORATION, INC.,**

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form of Corporation under the Laws of the State of Florida.

**ARTICLE I, NAME OF CORPORATION**

The name of the Corporation shall be:

**TECH MART CORPORATION, INC.,**

**ARTICLE II, GENERAL NATURE OF THE BUSINESS :**

The general nature of the business and object and purpose to be transacted and carried on are:

To conduct any and all business not prohibited by the laws of the United States and State of Florida.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other states and other countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other Corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III CAPITAL STOCK :**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 400 shares at \$1.00 par value. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

**ARTICLE IV, INITIAL CAPITAL :**

The number of shares with which this Corporation shall commence business is not less than 100 shares common stock, and the amount of Capital with which this Corporation shall commence business not be less than ONE HUNDRED DOLLARS AND 00/100 (\$100.00)

**ARTICLE V TERM :**

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

**ARTICLE VI, PRINCIPAL PLACE OF BUSINESS :**

The initial place of business of said Corporation in this State shall be:

10661 N. Kendal Drive, Suite 116 Miami, Florida 33176

but the Board of Directors may, from time to time, move the principal place of business, or the place of the office to any other address in the State of Florida.

**ARTICLE VII, DIRECTORS :**

The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of stockholders, and the several officers as the case may be provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

**ARTICLE VIII, FIRST BOARD OF DIRECTORS :**

The name and the post office address of the members of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been qualified, as follows:

EDISON J. NETTO  
14352 S.W. 97 TERRACE  
MIAMI, FLORIDA 33186

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**ARTICLE IX, SUBSCRIBERS :**

The proceeds of the stocks subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscribers to the capital stock and the number of shares subscribed are as follows:

NONE

**ARTICLE X, OFFICERS:**

The names and post office addresses of the officers, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statues of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

EDISON J. NETTO

PRESIDENT /SECRETARY

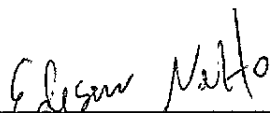
EDISON J. NETTO

VICE PRESIDENT/TREASURER

**ARTICLE XI, AMENDMENT :**

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by the majority of the stocks entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above named for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on the 4th day of November 1997.

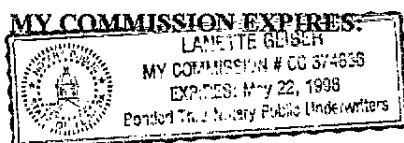
  
EDISON J. NETTO  
PRESIDENT, VICE PRESIDENT  
SECRETARY AND TREASURER

STATE OF FLORIDA)  
                                  ) SS  
COUNTY OF DADE )

I, HEREBY CERTIFY THAT on this day, before me a Notary Public, duly authorized in the State of Florida and County of Dade, to take acknowledgment, personally appeared EDISON J. NETTO to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE,  
THIS 3rd DAY OF December, 19 97.

  
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



FILED  
97 DEC -8 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE WITHIN THIS  
STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.

In pursuance of Chapter 48,901 Section 607,164 Florida Statutes, the following submitted, in  
compliance with said act:

FIRST: **TECH MART CORPORATION, INC.,**

desiring to organize under the laws of the State of Florida, with the principal office, as indicated in the  
Articles of Incorporation, at the City of Miami County of Dade, State of Florida has named:

EDSION J. NETTO  
14352 S.W. 97 TERRACE  
MIAMI, FLORIDA 33186

as its Agent to accept service of process within this state.

**ACKNOWLEDGEMENT :**

Having been named to accept services of process for the above stated Corporation, at place  
designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions  
of said act relative to keeping open said office.

  
EDISON J. NETTO, PRESIDENT/AGENT