

Chapter Number Only

**P98000014998**

**John M. Macdaniel**  
 Requestor's Name  
**2 South Biscayne Blvd #2905**  
 Address  
**Miami FL 33131**  
 City State ZIP Phone  
**374-0700**

VALIDATION ONLY

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 -02/16/98--01007--027  
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CORPORATION(S) NAME

**Canopus Systems, Inc**

NO VISION OF CORPORATION

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**Empire Toll Free: 1-800-432-13028**

**certified copy**

Name
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Verifier
Acknowledgment
W.P. Verifier

**ARTICLES OF INCORPORATION**  
**OF**  
**CANOPUS SYSTEMS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

**ARTICLE I**

**NAME**

The name of this corporation is: **CANOPUS SYSTEMS, INC.**

**ARTICLE II**

**PURPOSE**

The general nature of the business to be transacted by this corporation shall be:

- A) Import, Export, Trading and Sales.
- B) To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired, or acquired.

**JOHN M. MACDANIEL, P.A.**  
**ONE BISCAYNE TOWER, SUITE 2975**  
**TWO SOUTH BISCAYNE BLVD.**  
**MIAMI, FLORIDA 33131- (305) 374-0700**  
**FLORIDA BAR # 200832**

C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mill, shops, factories, machinery and plants, and any and all structures and erections which may at any time necessary, useful, or advantageous in the judgment of the Board of Directors, for the purpose of the Corporation, and which can lawfully be done.

D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise encumber the lands,

E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security and to loan and advance money upon mortgages on personal or real property or on either of them.

F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things incidents to or proper in connection with the carrying on of the business of the corporation.

G) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to

exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore its own stock, bonds, and other obligations.

H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association of corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

I) To all such acts and things as are incident or conducive to the premises.

J) This Corporation shall have the power conduct its business in all its branches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Colombia, and the dependencies of the United States of in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects or objects for which the corporation if formed.

K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may

engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of the State of Florida.

### **ARTICLE III**

#### **DURATION**

This Corporation shall have perpetual existence.

### **ARTICLE IV**

#### **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue at any time is 100 shares, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

### **ARTICLE V**

#### **SHAREHOLDERS**

The names and post office addresses of each shareholder to the certificate of incorporation are as follows:

**CANOPUS SYSTEMS, INC.**  
8413 N.W. 68th Street  
Miami, Florida 33166

**ROBERTO MARTINEZ DE MATTOS - 50% OF THE SHARES**  
1756 S.W. 109th Terrace  
Davie, Florida 33324

ROBERTO MARTINEZ DE MATTOS - 50% OF THE SHARES

1756 S.W. 109th Terrace  
Davie, Florida 33324

JOSE LUIS ALVES - 50% OF THE SHARES

9363 Fontainebleau Blvd. - Apt H202  
Miami, Florida 33172

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is *Two South Biscayne Blvd, Suite 2975- Miami, Florida - 33131* and the name of the initial registered agent of this corporation at that address is *John M. MacDaniel*.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have *TWO* Directors initially. The number of directors may either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors are:

ROBERTO MARTINEZ DE MATTOS

1756 S.W. 109th Terrace  
Davie, Florida 33324

  
ROBERTO MARTINEZ DE MATTOS

JOSE LUIS ALVES

9363 Fontainebleau Blvd. Apt H202  
Miami, Florida 33172

  
JOSE LUIS ALVES

## **ARTICLE VIII**

### **OFFICERS**

The Corporation shall have a President, and may also have one or more additional Vice-Presidents, Assistant Secretaries, and Assistant Treasures, and such other officers and agents as may be deemed necessary.

All other officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices.

## **ARTICLE IX**

### **INCORPORATOR**

The name and address of the person signing these articles is:

**JOHN M. MACDANIEL, ESQUIRE**  
Two S. Biscayne Boulevard  
Suite 2975  
Miami, FL 33131

## **ARTICLE X**

### **AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE XI**

**PRINCIPAL OFFICE**

At present, the principal office of the corporation is:  
***8413 N.W. 68th Street - Miami, Florida 33166.***

IN WITNESS WHEREOF, the undersigned incorporator, has executed  
these Articles of Incorporation this 12 day of  
February, 1998,

  
**JOHN M. MACDANIEL, ESQUIRE**



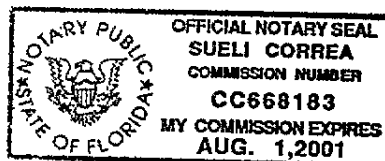
STATE OF FLORIDA )  
 )  
COUNTY OF DADE )

Before me, a Notary Public duly authorized to take acknowledgments in the state and county set forth above, personally appeared **JOHN M. MACDANIEL, ESQUIRE** before me and known by me to be the person who executed the foregoing articles of incorporation and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 12<sup>th</sup> day of February, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



Personally Known ✓ OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

***CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE AND MANAGING AGENT UPON WHOM PROCESS MAY BE SERVED.***

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First that: **CANOPUS SYSTEMS, INC.,** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the county of **DADE**, State of Florida, has named John M. MacDaniel, Esquire, located at One Biscayne Tower, Two South Biscayne Boulevard, Suite 2975, Miami, Florida, as its Registered Agent to accept service or process within this State.

***ACKNOWLEDGMENT:***

Having been named to accept services of process for the above stated corporation, at the 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.

  
\_\_\_\_\_  
**JOHN M. MACDANIEL, ESQUIRE**  
**Registered Agent**

**FILED**  
98 FEB 16 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA