

P98000075212

Fernando Arciniega  
444 Brickell Avenue, Suite 612  
Miami, FL 33131  
(305) 358-1366

August 25, 1998

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

500002625565--8  
-08/26/98--01060--021  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: FILING OF ARTICLES OF INCORPORATION OF TIMEWISE  
SOLUTIONS, CORP.**

Dear Sir/Madam:

Enclosed please find the original and copy of the Articles of Incorporation of  
TIMEWISE SOLUTIONS, CORP.

Also, enclosed is check No. 004 in the amount of \$122.50 for filing fees of the  
corporation.

Thank you very much for your attention in this regard.

Sincerely,

Fernando Arciniega

Enclosures.

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

98 AUG 26 AM 10:25

FILED

8-28-98  
6



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 27, 1998

FERNANDO ARCINIEGA  
444 BRICKELL AVE  
SUITE 612  
MIAMI, FL 33131

SUBJECT: TIMEWISE SOLUTIONS CORP.  
Ref. Number: W98000019660

We have received your document for TIMEWISE SOLUTIONS CORP., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

PLEASE COMPLETE YOUR DOCUMENT.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 998A00044417

FILED  
98 AUG 26 AM 10:25  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**TIMEWISE SOLUTIONS, CORP.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is: TIMEWISE SOLUTIONS, CORP.

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares at a par value of \$1.00 per share. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of the common stock shall not have pre-emptive rights to subscribe to the corporation's securities.

**ARTICLE IV**

The amount of capital with which the corporation shall begin business shall not be less than \$1,000.00.

**ARTICLE V**

The corporation shall have perpetual existence.

**ARTICLE VI**

The initial street address of the principal office of the corporation, in the State of Florida is:

TIMEWISE SOLUTIONS CORP.  
444 Brickell Avenue, Suite 612  
Miami, FL 33131

The board of directors may, from time to time move the principal office to any other address.

## **ARTICLE VII**

The corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders, but there shall always be at least one director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the 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 being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this 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 firm or corporation, provided that the fact he/she is so interested shall be disclosed or shall have been known to the Board of Directors or 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, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

## **ARTICLE VIII**

The name and post office address of the member of the first Board of Directors and the officer who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, is as follows:

### **DIRECTOR**

Carlos Silva    444 Brickell Avenue, Suite 612  
Miami, FL 33131

### **OFFICERS**

Carlos Silva	444 Brickell Avenue, Suite 612
President and Secretary	Miami, FL 33131

**ARTICLE IX**

This corporation shall designate Fernando Arciniega, with offices located at: 444 Brickell Avenue, Suite 612, Miami, FL 33131 as its duly authorized registered agent to be in charge of the corporate registered office, as required by law.

**ARTICLE X**

The name and the address of the incorporators subscribing to these Articles are: Fernando Arciniega, 444 Brickell Avenue, Suite 612, Miami, FL 33131

**ARTICLE XI**

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 it to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

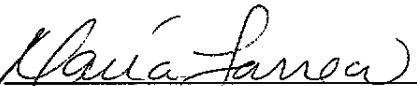
IN WITNESS WHEREOF, the undersigned has set his hand and seal at Miami, Dade County, Florida this 25 day of August, 1998.

  
\_\_\_\_\_  
Fernando Arciniega

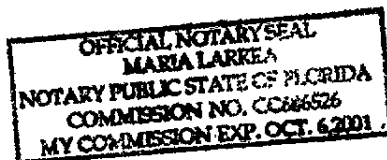
STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day, personally appeared before me, a notary public duly authorized to take acknowledgments, Fernando Arciniega, to me known to be the person who executed the above and foregoing Articles of Incorporation, for the purpose therein described.

WITNESS my hand and official seal at Miami, Dade County, Florida this 25 day of August, 1998.

  
\_\_\_\_\_  
Notary Public, State of  
Florida, at Large  
Maria Larrea  
(print name)

My Commission Expires: Oct. 6, 2001



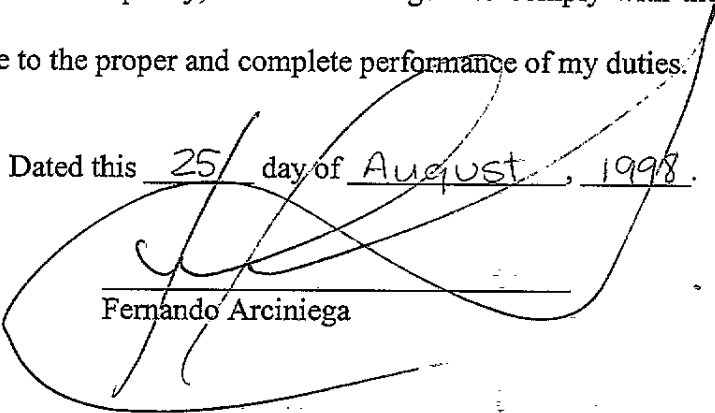
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes the following is submitted:

That TIMEWISE SOLUTIONS CORP. desiring to qualify under the laws of the State of Florida, with its principal office at: 444 Brickell Avenue, Suite 612, Miami, FL 33131, has named FERNANDO ARCINIEGA, 444 BRICKELL AVENUE, SUITE 612, MIAMI, FL 33131, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 25 day of August, 1998.

  
\_\_\_\_\_  
Fernando Arciniega

**FILED**  
98 AUG 26 AM 10:25  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA