

TRANSMITTAL LETTER

P98000094320

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

800002680818--0  
-11/05/98--01025--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: THE H2Q GROUP, INC.  
(Proposed corporate name - must include suffix)

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: GERDA KATHY HARRIS  
Name (printed or typed)

1554 CORONADO ROAD  
Address

WESTON, FL. 33327  
City, State & zip

1-954-385-8574  
Daytime Telephone number

*DMP  
11-6-98*

98 NOV -5 AM 10:21  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION  
OF  
THE H2Q GROUP, INC.**

he undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I NAME**

The name of the Corporation is The H2Q Group, Inc.

**ARTICLE II PRINCIPLE OFFICE**

The principal office of the Corporation is at 1554 Coronado Road, Weston, Fl. 33327 in Broward County, State of Florida.

**ARTICLE III REGISTERED AGENT**

The registered agent for the Corporation is Gerda Kathy Harris and the address to be used for service to the Corporation shall be 1554 Coronado Road Weston, Fl. 33327

**ARTICLE IV BOARD OF DIRECTORS**

( I ) The Corporation shall have a minimum of two (2) director, and shall have two (2) directors initially. The number of directors may be increased from time to time by amendment of the By-Laws.

( II ) The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until its successors are elected and qualify are

President  
Gerda Kathy Harris  
1554 Coronado Road  
Weston, Fl. 33327  
1-954-385-8574

Vice-President  
Jesus Enrique Centeno Zamara  
1554 Coronado Road  
Weston, Fl. 33327  
1-954-385-8574

**ARTICLE V INCORPORATOR**

The names and addresses of the incorporators are as follows

Gerda Kathy Harris  
1554 Coronado Road  
Weston, Fl. 33327

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TALLAHASSEE, FLORIDA

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## **ARTICLE VI DURATION**

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The Corporation shall have perpetual existence.

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## **ARTICLE VI PURPOSES**

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The purpose for which this Corporation is organized is to engage in any and all lawful business

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## **ARTICLE VIII POWERS**

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The Corporation may exercise any powers, without limitation whatsoever, which a Corporation may legally exercise under the laws of the State of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- ( A ) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- ( B ) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- ( C ) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- ( D ) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation;
- ( E ) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

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## **ARTICLE IX CAPITAL STOCK**

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Section 1. Authorized shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100)

Section 2. Preemptive rights. Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

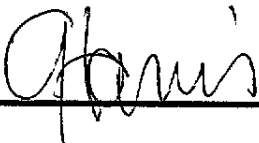
**ARTICLE X COMMENCEMENT OF BUSINESS**

The minimum amount of capital with which the Corporation will commence business is One Thousand dollars (\$1,000.00)

**ARTICLE XI INTERESTED DIRECTOS**

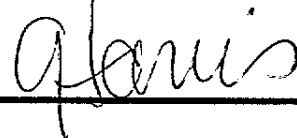
No contract or transaction between this Corporation and any of its directors, or between this Corporation and any of its directos, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract of transaction, or because they participated in such actions, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the board shall have nonetheless ratified and approved such contract and transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification of approval is given. If the interest of such director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or director's interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this  
2nd. Day of November 1998



Gerda Kathy Harris  
1554 Coronado Road  
Weston, Fl. 33327

I understand, accept and assume the duties and responsibilities  
of the position of Registered Agent of the aforementioned Corporation.



Gerda Kathy Harris  
1554 Coronado Road  
Weston, Fl. 33327