

Division of Corporations

Page 1 of 1

P98000104957

Florida Department of State

Division of Corporations

Public Access System

Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H98000023537 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : PROSKAUER ROSE GOETZ & MENDELSON
Account Number : 074673001063
Phone : (561) 995-4751
Fax Number : (561) 241-7145

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 17 AM 7:17

FILED

FLORIDA PROFIT CORPORATION OR P.A.

OH, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

F. CHESSEB DEC 1 8 1998

Electronic Filing Menu

Corporate Filing

Public Access Help

H98000023537 7

**ARTICLES OF INCORPORATION
OF
OH, INC.**

**Article I
Name**

The name of the corporation is OH, INC.

**Article II
Duration**

The corporation shall have perpetual existence.

**Article III
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV
Address**

The principal place of business of the corporation shall be: 5601 North Dixie Highway, Suite 411, Ft. Lauderdale, FL 33334.

**Article V
Capital Stock**

The corporation is authorized to issue fifty million (50,000,000) shares of common stock, \$.001 par value and ten million (10,000,000) shares of preferred stock \$.001 par value per share.

Classes and series of the Common Stock and Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes of Common Stock as adopted by the Board of Directors.

Gayle Coleman, Esq.
FL Bar No. 857327
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, FL 33431
561/995-4749

FILED
98 DEC 17 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000023537 7

H98000023537 7

Article VI
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is c/o Proskauer Rose LLP, 2255 Glades Road, Suite 340 West, Boca Raton, FL 33432 and the name of the initial registered agent of the corporation at that address is Gayle Coleman, Esq.

Article VII
Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of the corporation are:

Rudy Noriega
5601 North Dixie Highway
Suite 411
Ft. Lauderdale, FL 33334.

Article VIII
Incorporator

The name and address of the person signing these Articles of Incorporation is:

Gayle Coleman, Esq.
Proskauer Rose LLP
2255 Glades Road
Suite 340 West
Boca Raton, FL 33432

Article IX
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may

H98000023537 7

H98000023537 7

indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI
Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Article XII
Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

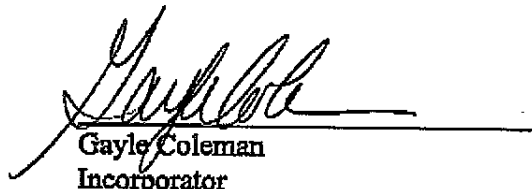
Article XIII
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XIV
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

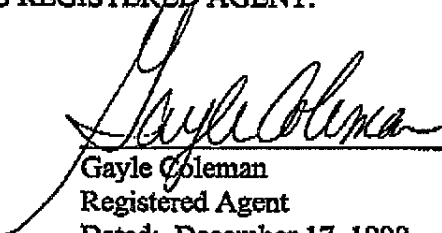
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of December, 1998.


Gayle Coleman
Incorporator

H98000023537 7

H98000023537 7

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.


Gayle Coleman
Registered Agent
Dated: December 17, 1998

FILED
98 DEC 17 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000023537 7