

Division of Corporations

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Florida Department of State  
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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

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FLORIDA PROFIT CORPORATION OR P.A.

OH, INC.

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**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

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**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

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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.

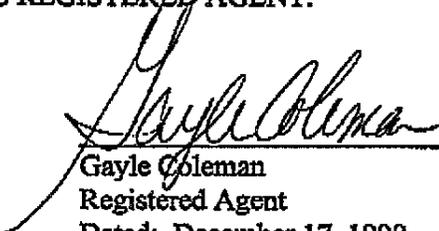
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17<sup>th</sup> day of December, 1998.

  
Gayle Coleman  
Incorporator

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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

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