

P99000006876

TRANSMITTAL LETTER

Jan. 13, 1999

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

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-01/19/99--01121--020
*****78.75 *****78.75

PLANET BLUE, INC.

SUBJECT: _____
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for
\$78.75 for the filing fee and certified copy of the above mentioned corporation.

Thank you.

FROM: SUTTON & ASSOCIATES

Name

7345 Sand Lake Rd., # 222

Address

Orlando, FL 32819

City, State & Zip

(407) 345-8282

Daytime Telephone number

FILED
99 JAN 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 25 1999

ARTICLES OF INCORPORATION OF PLANET BLUE, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I, Name

The name of the corporation shall be:
Planet Blue, Inc.

Article II, Mailing Address

The mailing address of this corporation shall be:
7345 Sand Lake Dr. # 208, Orlando, FL 32819

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Donald A. Sutton
7345 Sand Lake Rd. # 222, Orlando, FL 32819

Article V, Incorporator.

The name and address of the Incorporator to these Articles of Incorporation is:

Donald A. Sutton
Address:
7345 Sand Lake Dr. # 222, Orlando, FL 32819

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TALLAHASSEE, FLORIDA

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Article VI, Purpose.

The purpose of this corporation shall be to commerce, sell, buy, import and export all types of merchandise goods and services, and to be the representative of other companies if so is desired. This Corporation will trade with international and national corporations and individuals alike, always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the members of the first board of directors and Officers are:

Claudio A.B. do Valle - Director, President, V.President, Treasurer and Secretary

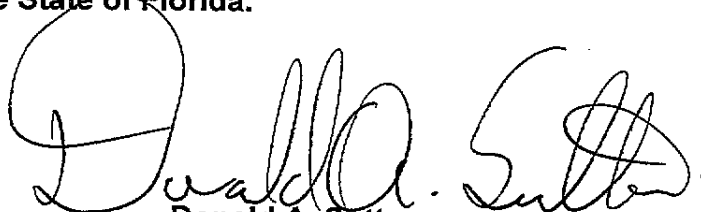
Postal address at:
7345 Sand Lake Rd. # 208
Orlando, FL 32819

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Affidavit

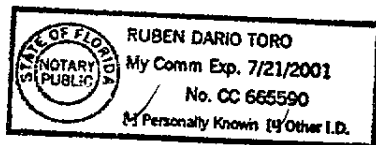
State of Florida, Orange County.

Before me this day personally appeared Donald A. Sutton, who being duly sworn, deposed and said that he is the Incorporator of Planet Blue, Inc. and is hereby duly authorized, responsible and apt to Incorporate according to the Statutes of the State of Florida.


Donald A. Sutton

Sworn to and subscribed before me this 12th day of January, 1999.


Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

PLANET BLUE, INC.

1. The name of the corporation is: _____

2. The name and address of the registered agent and office is:

DONALD A. SUTTON

(Name)

7345 Sand Lake Rd. # 222

(P.O.Box not acceptable)

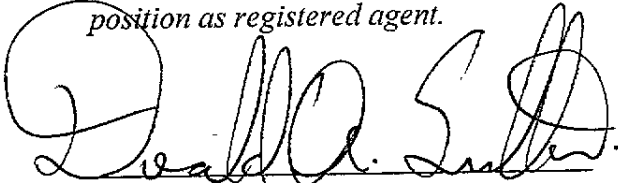
Orlando, FL 32819

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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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 this certificate, 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.


(signature)

