

P99000029180

March 21th, 1999.

To:  
FLORIDA DEPARTMENT OF STATE  
P.O.Box: 6327  
Tallahassee, FL 32399

400002818994--8  
-03/25/99-01112--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir(s):

I am sending two copies of the Articles of Incorporation to be filed under the name of Mc-STAR CORPORATION. I am also sending a check for \$78.75 to pay the fee for filing and, to receive a certified copy.

My mailing address is:  
3040 NW 72<sup>nd</sup> Avenue  
Miami, FL 33122

Ph. # is: (305) 470-2018. If you have any questions, please contact me at this telephone.

Thank you very much for your attention to this matter.

Truly yours.

  
Helena Martins

FILED  
99 MAR 25 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Note: (If there is an existing company Mc-STAR CORPORATION), I have two more options to name the new company, as follow:

2<sup>nd</sup> Option: PROSER CORPORATION, or

3<sup>rd</sup> Option: MAG-Services CORPORATION

SD  
3/30

## ARTICLES OF INCORPORATION

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, providing for the formation, rights, privileges, and immunities of a corporation for profit.

FILED  
99 MAR 25 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I

The name of the corporation shall be:

#### Mc-STAR SERVICES CORPORATION

Its business shall be carried on in the County of Dade, State of Florida, and in the United States of America.

### ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herin mentioned, as fully and to the same extent as a natural person might or could do, viz:

- a) To engage in the business of importing and exporting computers, computers parts, software and related computer products; to assemble and/or manufacture computers, computer parts, software and other related computer products; to purchase, sell and in general engage in all phases of computer sales, manufacturing, assembly, and designing; to engage as a computer consultant, and to conduct all business pertaining to such a company; and to perform any and all acts necessary to the accomplishment and furtherance of the above stated purposes.
- b) To purchase, rent, lease, acquire, store, warehouse, stock, and own, mortgage, pledge, sell, trade transfer or otherwise dispose of or invest in, trade in, deal in and with goods, wares, equipment, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business or businesses in and have one or more offices in the State of Florida, and in all other states and countries; to conduct the business of a computer import and export company, a computer manufacturer, and sellers of computers and related products, and to in general do everything suitable, necessary, proper and conducive to the successful operation in a profitable manner of a computer manufacturing and computer import and export company and/or consulting firm.

### ARTICLE III

- a) The corporation shall be empowered to borrow money or to contract debts when necessary for the transaction of its business or businesses or for the exercise of its interes, or for any and all lawfull purposes of its incorporation; to issue bonds, promissory notes, debentures and other obligations, or evidences of indebtedness for the purpose of furthering the corporation in any of its interests or endeavors.
- b) The corporation shall further be empowered to do any and all things necessary and proper for the accomplishment of its corporate goals as may be deemed necessary by the board of directors in any one of its regular or special meetings; it being understood that the foregoing enumeration of specific powers shall never be deemed to be exclusive, but rather incidental to all the other powers conferred to the corporation by statutes of the State of Florida which are herby included.
- c) No limited to the foregoing, or to any Articles of Incorporation, this corporation shall be empowered to conduct and transact in any and all trading, purchasing, exchanges, sales, leasing, auctions, brokerage, and/or any anf all business or businesses for which corporations may incorporate under the laws of the State of Florida, and under any future Statutes of the State of Florida, for which it shall be legal for a corporation to so engage in within this State at anytime in the future.

### ARTICLE IV

This corporation shal be empowered to have one or more offices to carry on all or any of its corporate operations and business(es) and without restriction or limitation as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, rent, lease, convey or otherwise dispose of real or personal property of any class and description in any State, District, Territory, or colony of the United States of America. Furthermore, this corporation may apply for, obtain, register, purchase, own, lease, or otherwise acquire hold, pledge, lease, sell, assign, or otherwise dispose formulas, secret processes, distinctive marks, copy rights, patents, licenses, concessions and the like, wheter used by any country or authority and to issue, exercise, develop and/or grant licenses in respect thereof, or otherwise turn the same to account; and to establish, purchase, lease, or otherwise dispose of retail stores, or departments therein and to conduct a general merchandising business therin; and to advertise such; and to advertise any brand aname, trade mark or trade name that it may hold.

### ARTICLE V

The maximum number of shares of this corporation shall be 100 (one hundred) shares having no par value per share and all of which shall be common stock. Said shares of stock shall be issued, sold or transferred only in accordance with the bylaws of the

corporation as the corporation from time to time make, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holder(s) of the same to the corporation and such lien shall be superior to all other liens of any character or nature and all assignments and transfers of stock of this corporation shall be subject thereto.

#### **ARTICLE VI**

All corporate shares in this corporation shall be of only one class (common stock), and with equal preferences, limitations and rights, there being no superior shares. The company shall reserve the right to issue non-voting shares of common stock in the future.

#### **ARTICLE VII**

The duration of this corporation shall be perpetual. Commencement of this corporation shall be as of the time of filing of these Articles of Incorporation with the Department of State, State of Florida, Secretary of State.

#### **ARTICLE VIII**

The principal place business of this corporation shall be:

3040 NW 72<sup>nd</sup> Avenue  
Miami, FL 33122

This corporation shall have the power to transact its business and to establish offices and agencies in such other places, both within and outside the State of Florida, as its board of directors may authorize.

#### **ARTICLE IX**

The business of this corporation shall be conducted by a board of directors member; the number of the directors of this corporation shall be not less than 01 (one) and not more than 05 (five). The board shall meet at least once a year on the last Monday of July.

#### **ARTICLE X**

The corporation's initial registered agent shall be:

SANDRO DE PAULO  
338 Falcon avenue  
Miami Springs, FL 33166

#### **ARTICLE XI**

The name and address of each initial officer of this corporation is:

HELENA MARTINS  
President, Secretary  
338 Falcon Avenue  
Miami Spring, FL 33166

FELIPE MARTINS  
Vice-President, treasurer  
338 Falcon Avenue  
Miami Springs, FL 33166

#### **ARTICLE XII**

The name and address of the subscribers of these Articles of Incorporation are:

Helena Martins  
338 Falcon Avenue  
Miami, FL 33166

#### **ARTICLE XIII**

The power to adopt, alter, amend or repeal bylaws of this corporation shall vest with the board of directors and the shareholders. These Articles of Incorporation may be amended in any manner provided by law. Any such amendment(s) shall be approved by the stockholders at a stockholders's meeting by a majority of the voting stock.

#### **ARTICLE XIV**

No person shall be required to first own, hold or control any stock in this corporation as a condition precedent to holding any office in this corporation; nor shall the holding of ownership or controlling of any stock in this corporation be an impediment to holding any office in this corporation.

#### **ARTICLE XV**

These Articles of Incorporation are hereby delivered to the Secretary of State's Office, State of Florida, this 18th days of March, 1999, as required by Florida State Statute.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and caused to be filed in the Office of the Secretary of State, these Articles of Incorporation this 18th days of March, 1999.

  
Helena Martins

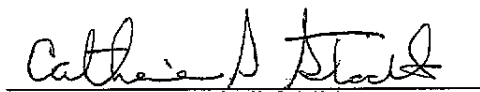
**STATE OF FLORIDA:**

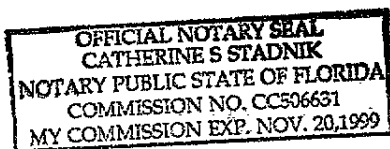
**COUNTY OF DADE:**

BEFORE ME, The undersigned authority, personally appeared HELENA MARTINS, who acknowledge that she signed the foregoing Articles of Incorporation and that she signed the same for the purpose therein expressed freely and voluntarily and who produced the following form(s) of identification:

HELENA MARTINS

WITNESS my official hand and seal at Miami, Dade, Florida, this 23 day of MARCH, of 1999.

  
NOTARY PUBLIC  
State of Florida at Large



My Comission Expires:

DL m 635-326-45624

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in 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.

Signature: Sandro De Paulo  
SANDRO DE PAULO  
Registered Agent

Date: 03/20/99

**FILED**  
99 MAR 25 PM 3:20  
CLERK OF STATE  
TALLAHASSEE, FLORIDA