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May 15, 1999

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\*\*\*\*122.50 \*\*\*\*\*78.75

Florida Department Of State  
Division Of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Incorporation papers for: **Miner's Guarantee, Inc.**

Dear Sir:

Enclosed is a check for \$122.50, which is to pay the filing fee of \$70.00 plus \$52.50 for a return certified copy of the Articles of Incorporation. Please call collect if there are any questions or problems with the paperwork.

Regards,



Joseph R. Vidi  
Incorporator & Registered Agent

8925 Collins Avenue, Lower Penthouse "H"  
Surfside, FL 33154  
(305) 866-8481

FILED  
99 MAY 17 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

see 5/20

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# ARTICLES OF INCORPORATION

For

## Miner's Guarantee, Inc.

FILED  
99 MAY 17 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned for the purpose of forming a corporation pursuant to the laws of the State of Florida do hereby adopt the following Articles of Incorporation:

### ARTICLE I

The name of this Corporation shall be **Miner's Guarantee, Inc.** and the principal office shall be located at:

8925 Collins Avenue, Lower Penthouse "H"  
Surfside, FL 33154

### ARTICLE II

The Corporation is authorized to conduct any and all business not prohibited and to exercise any and all powers permitted by the Laws of the State of Florida.

### ARTICLE III

The capital stock of this Corporation shall consist of one class of Common Stock. The maximum number of shares of Common Stock that this Corporation is authorized to have outstanding at any time is ONE MILLION (1,000,000) SHARES OF COMMON STOCK with a part value of \$0.001 (One Mil) per share.

### ARTICLE IV

This Corporation is to exist perpetually.

## **ARTICLE V**

The street address of the initial registered office of this Corporation is:

8925 Collins Avenue, Lower Penthouse "H"  
Surfside, FL 33154

The Corporation may have such other places of business, both within and without the State of Florida and in foreign countries, as may be deemed necessary or convenient by the Board of Directors of this Corporation.

## **ARTICLE VI**

The name and address of the initial registered agent of this corporation is:

Joseph R. Vidi  
8925 Collins Avenue, Lower Penthouse "H"  
Surfside, FL 33154

## **ARTICLE VII**

The Board of Directors of this Corporation shall consist of not less than one member, initially. The number may be increased or diminished from time to time, but shall never be less than one.

## **ARTICLE VIII**

The name and address of the member of the first Board of Directors who shall hold office for the first year of the Corporation's existence, or until his successor is elected and qualified is:

Joseph R. Vidi  
8925 Collins Avenue, Lower Penthouse "H"  
Surfside, FL 33154

## **ARTICLE IX**

The management and control of the business of this Corporation shall be conducted by the following officers under the direction of the Board of Directors, to-wit; a Chief Executive Officer (if designated), a Chief Operations Officer (if designated), and Chief Financial Officer (if designated) and a President, one or more Vice-Presidents, one or more Assistant Vice-Presidents, a Treasurer, one or more Assistant Treasurers, a Secretary, and one or more Assistant Secretaries. The Corporation shall have as a minimum, a President, a Treasurer and a Secretary. One or more offices may be held by the same person. The offices of the President and that of the Secretary may be held by the same person.

The Board of Directors, by resolution, may limit the specific duties, powers and authorizations to act of any officer. If, not limited by such a resolution, then the duties, powers and authorizations to act will be governed by the By-Laws of this Corporation.

## **ARTICLE X**

The operation of this Corporation's business shall conform to its By-Laws as either adopted by the Board of Directors or as approved by a majority of the stockholders of this Corporation entitled to vote at a regular or special meeting of the stockholders in accordance with their respective voting rights. Any portion of the By-Laws amended or approved by a vote of the Common Stockholders, in accordance with their voting privileges per share, may be amended only by those Common Stockholders entitled to subsequently vote thereon in accordance with their voting privileges per share.

## **ARTICLE XI**

These Articles Of Incorporation may be amended by a resolution adopted by the Board of Directors and proposed to the Stockholders at a regular or special meeting and approved by a majority vote of the shares of Common Stock, voted in accordance with their voting privileges per share and entitled to vote thereon.

\* \* \* \* \*

**IN WITNESS WHEREOF**, the initial Subscriber, Incorporator and Registered Agent has hereunto set his hand and seal this 15<sup>th</sup> day of May, 1999. The undersigned, Registered Agent acknowledges and states that he is familiar with and accepts the duties and responsibilities as Registered Agent for **Miner's Guarantee, Inc.**

  
Joseph R. Vidi  
Incorporator and Registered Agent