

JUN-10-99 THU 12:39 PM

P. 1

Division of Corporations

<https://ccfssl.dos.state.fl.us/scripts/efilcovr.exe>

P99000052764

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

EFFECTIVE DATE  
6-9-99

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.**

((H99000014088 1)))

**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 : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850) 385-6735  
Fax Number : (850) 297-0217

SECRETARY OF STATE  
KATHARINE HARRIS  
TALLAHASSEE, FLORIDA

99 JUN 10 PM 2:19

FILED

**FLORIDA PROFIT CORPORATION OR P.A.**

**TARANOVA INTERNATIONAL CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

B. McKnight JUN 10 1999

H990000/4088

**ARTICLES OF INCORPORATION  
OF  
TARANOVA INTERNATIONAL CORP.**

**EFFECTIVE DATE**  
6-9-99

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

**ARTICLE I - Name**

The name of the corporation is **TARANOVA INTERNATIONAL CORP.**

**ARTICLE II - Principal Office**

The initial principal place of business or mailing address of the Corporation shall be c/o Saez & Associates, 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE III - Term of Existence**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE IV - Nature of Business**

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

Prepared by Pedro P. Saez, Esq  
Florida Bar Number: 202177  
888 BRICKELL AVENUE, 5<sup>th</sup> Floor  
MIAMI, FLORIDA 33131  
305-358-0028

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 10 PM 2:19

FILED

H990000/4088

H990000/4088

**ARTICLE V - Authorized Shares**

(a) **Number.** The Corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of \$1.00 each.

(b) **Preemptive Rights.** Shareholders shall have preemptive rights.

**ARTICLE VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Pedro P. Saez.

**ARTICLE VII - Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first member of the board of directors are:

**Name:**  
James Edward Eraso

**Address:**  
270 West McIntyre St.  
Key Biscayne, Florida 33149

**ARTICLE VIII - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

H990000/4088

JUN-10-99 THU 12:40 PM

1199000014088

P. 4

**ARTICLE IX - Incorporator**

The name and address of the subscriber to these Articles are:

**Name:**  
**PEDRO P. SAEZ**

**Address:**  
**888 Brickell Avenue**  
**5th Floor**  
**Miami, Florida 33131**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation in the City of Miami, State of Florida this 9th day of June, 1999.

(SEAL)

  
Pedro P. Saez, Incorporator

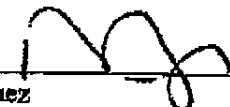
1199000014088

#99000014088

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

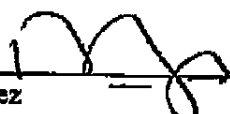
In compliance with Section 48.091, Florida Statutes, the following is submitted:

**TARANOVA INTERNATIONAL CORP.**, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Pedro P. Saez, located at 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.

 (SEAL)  
Pedro P. Saez  
Incorporator

June 9, 1999 (Dated)

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.

 (SEAL)  
Pedro P. Saez  
Registered Agent

June 9, 1999 (Dated)

FILED  
99 JUN 10 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#99000014088