

JORGE SANCHEZ-GALARRAGA

PROFESSIONAL ASSOCIATION

LAW OFFICES

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P99000060353

June 29, 1999

Secretary of State  
New Filing Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

000002820560--6  
-07/01/99--01034--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: BOLTEN INTERNATIONAL, INC.

Gentlemen:

Enclosed are the following:

1. Three duplicate originals of the articles of incorporation of the above referenced corporation.
2. Duly executed registered agent form.
3. Check to cover your fees.

Please return two certified copies of the articles in the enclosed self addressed envelope.

Thank you for your kind attention to this matter.

Very truly yours,



Jorge Sanchez-Galarraga

JSG:sp

Enclosures

FILED  
99 JUL -1 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/6/99 TS

**ARTICLES OF INCORPORATION**  
**OF**  
**BOLTEN INTERNATIONAL, INC.**

FILED  
99 JUL -1 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**Article 1. Name**

The name of this corporation is BOLTEN INTERNATIONAL, INC.

**Article 2. Principal Office**

The principal office and the mailing address of the corporation is:

1112 Weston Road  
Suite 218  
Weston, Florida 33326-1915

**Article 2. Duration**

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**Article 3. Purpose**

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

**Article 4. Capital Stock**

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

**Article 5. Initial Registered Office and Agent**

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

**Angela Castaneda  
1112 Weston Road  
Suite 218  
Weston, Florida 33326-1915**

**Article 6. Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

**German Enriquez Gutierrez Ramirez  
1112 Weston Road  
Suite 218  
Weston, Florida 33326-1915**

**Article 7. Incorporator**

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

**German Enriquez Gutierrez Ramirez  
1112 Weston Road  
Suite 218  
Weston, Florida 33326-1915**

**Article 8. Amendment of Articles**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

### **Article 9. Pre-emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

### **Article 10. Removal of Directors**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

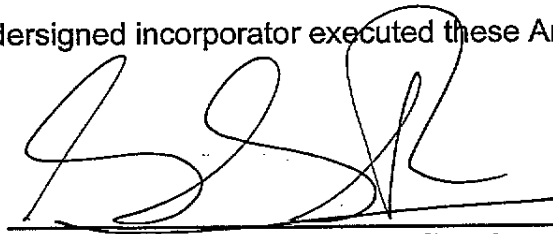
### **Article 11. Indemnification**

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

### **Article 12. Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 30 day of April, 1999.



**German Enriquez Gutierrez Ramirez**

STATE OF FLORIDA                    )  
  )  
COUNTY OF MIAMI-DADE        )

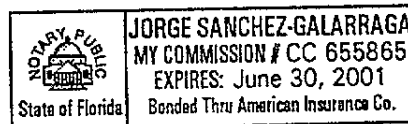
ss:

BEFORE ME, the undersigned authority, personally appeared, German Enriquez Gutierrez Ramirez, to me known to be the person, who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

SWORN TO AND SUBSCRIBED before me on this 30 day of April, 1999.



**JORGE SANCHEZ-GALARRAGA**  
**NOTARY PUBLIC, State of Florida**



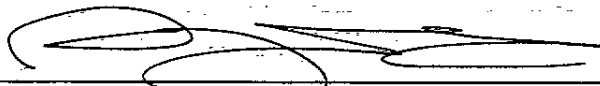
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE AND DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Bolten International, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Weston, County of Broward, State of Florida, has named Angela Castaneda located at 1112 Weston Road, Suite 218, Weston, Florida 33326-1915, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

  
**ANGELA CASTANEDA**  
Registered Agent