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Florida Department of State  
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FLORIDA PROFIT CORPORATION OR P.A.

tocode.com, inc.

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ARTICLES OF INCORPORATION

OF

ToCode.com, Inc.

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be ToCode.com, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - SHARES OF STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares at \$0.01 par value.

This Instrument Prepared By:  
MARCELO M. AGUDO, ESQ.  
601 Brickell Key Drive, Suite 801  
Miami, Florida 33131  
Florida Bar No.: 178436  
305-372-8882

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ARTICLE IV - DURATION

The Corporation is to have perpetual existence, commencing upon the filing of these Articles with the Department of State.

ARTICLE V - RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

MARCELO M. AGUDO, ESQUIRE  
601 BRICKELL KEY DRIVE, SUITE 801  
MIAMI, FLORIDA. 33131

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The name and street address of the Members of the First Board of Directors who shall hold office until his successors are elected and qualified, is as follows:

PRESIDENT/DIRECTOR: AGUSTIN BETANCOURT  
4108 LAGUNA STREET  
CORAL GABLES, FLORIDA. 33134.

COO/DIRECTOR: OCTAVIO RODRIGUEZ  
4108 LAGUNA STREET  
CORAL GABLES, FLORIDA. 33134.

SECRETARY/TREASURER: JOSE M. GARCIA  
4108 LAGUNA STREET  
CORAL GABLES, FLORIDA. 33134.

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ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation as

Incorporator is: JOSE M. GARCIA  
4108 LAGUNA STREET  
CORAL GABLES, FLORIDA. 33134.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

A. If the by-laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.

B. No contract or other transaction between the Corporation and one or more of its shareholders, or any other corporation, firm, association or entity in which one or

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more of its shareholders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such shareholder or shareholders are present at the meeting which authorizes, approves or ratifies such contract or transaction or because his or their wishes are counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or

The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract or transaction.

C. The stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

D. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an Affidavit setting forth the circumstances under which such certificate was lost, stolen or destroyed and provided said shareholder agrees in writing to indemnify and

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hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise, and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

E. The corporation and the holders of a majority or more of the shares of the corporation shall have the power to enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof. If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement, restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any other part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the term of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement provided that a copy of such agreement be filed in the principal office of the corporation, and provided further, that notice of the existence of such provision be noted conspicuously on the face and back of each and every certificate of shares subject to the terms and conditions of any such agreement.

F. The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are

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granted subject to this reservation.

ARTICLE XI - PRE-EMPTIVE RIGHT

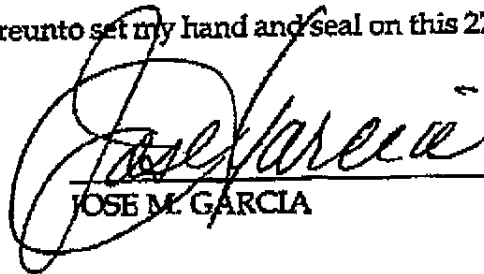
Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuances of fractional shares) at the price at which it is offered to others.

ARTICLE XII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation and its mailing address shall be:

ToCode.com, Inc.  
JOSE M. GARCIA  
4108 LAGUNA STREET  
CORAL GABLES, FLORIDA. 33134.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 27<sup>th</sup> day of  
July, 1999.

  
JOSE M. GARCIA

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

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

ToCode.com, Inc., desiring to organize under the laws of the State of Florida has named MARCELO M. AGUDO, ESQ., whose office is located at 601 Brickell Key Drive, Suite 801, Miami, Florida, 33131, as its agent to accept service of process within the state.

**ACKNOWLEDGMENTS:**

Having been named to accept service of process for the above stated 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 open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-Dade County, Florida, on this 27<sup>th</sup> day of July, 1999.

MARCELO M. AGUDO,  
Resident Agent

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