

99000071435

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-08/10/99--01049--013

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SINERGY CORPORATION
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED
 99 AUG 11 PM 3:54
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

RECEIVED
 99 AUG 10 AM 11:40

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AUTHORIZATION BY PHONE TO
 CORRECT
 DATE 8/11/99
 DOC. EXAM. [Signature]
W. J. Lazarus

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 1999

LAZARUS

MIAMI, FL

SUBJECT: SINERGY CORPORATION
Ref. Number: W99000018527

We have received your document for SINERGY CORPORATION. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 399A00040386

RECEIVED
9/10/99 10:34 AM

ARTICLES of INCORPORATION
SINERGY GROUP CORPORATION

99 AUG 11 PM 3:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

ARTICLE I

The name of this corporation shall be: **SINERGY GROUP CORPORATION**

With the principal temporary place of business located at:
444 Brickell Ave suite 750 Miami Fl. 33131

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

WS
This Corporation is authorized to issue 1,000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.)

ARTICLE IV
PREEMPTIVE RIGHTS

CRMTehi
Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
444 Brickell Ave. suite 750 Miami Fl. 33131

The Name of the initial REGISTERED AGENT of this Corporation is:
Millennia Consulting Service - ^{ME} Carlos Molina

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278 FL
444 BRICKELL, AVE # 752
MIAMI, FL 33131

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have **2 (TWO)** Director(s) initially, the number of Directors may be either increased or diminished from time to time according to the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President: Cairbar Roosevelt Antunes Metri
Cecilio Edelstein Silberberg

ARTICLE VII
INCORPORATOR

The name and address of the person signing this article is:
Cairbar R. A. Metri
444 Brickell Ave suite 750 Miami Fl. 33131

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

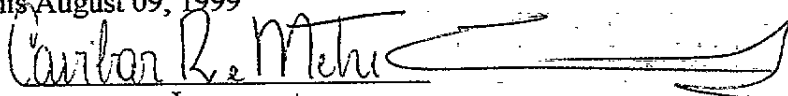
ARTICLE IX
MANAGEMENT OF CORPORATION

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the President and the shareholders of this Corporation.

ARTICLE X
BY LAWS

The power to adapt, alter, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDERS.

IN WITNESS WHEREOF, The undersigned Incorporator has executed these Articles of Incorporation this August 09, 1999


Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED. CAIRBAR ROOSEVELT A. METRI

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME
THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED
MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

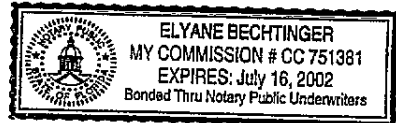
THIS 08, 09, 1999

[Signature]
NOTARY

BEFORE ME, THE UNDERSIGNED AUTHORITY,
APPEARING

KNOWN TO ME
TO BE THE PERSON HEREIN UNDERWRITING.
SWORN TO AND SUBSCRIBED BEFORE ME
UPON MY HAND AND SEAL THIS 08/09/99

[Signature]
ELYANE BECHTINGER
SSN 030-66-6220



CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH: . SINERGY GROUP CORPORATION

THAT DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA HAS APPOINTED:

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT: *INC.*
MILLENNIA CONSULTING SERVICES - CARLOS MOLINA

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
SINERGY CORPORATION

CMITeh
TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 1
Brohn
Registered Agent

99 AUG 11 PM 3:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED