

Charter # Only

P9900077142

FINANZAS, INC.  
85 GRAND CANAL DRIVE  
SUITE 305  
MIAMI, FLORIDA 33144

Requestor's Name

Address

(305) 266-0077

City

State "

ZIP

Phone #

CORPORATION(S) NAME

DIETHREE, INC.

VALIDATION ONLY

800002969629--2  
-08/25/99-01046-019  
\*\*\*\*122.50 \*\*\*\*\*78.75

FILED  
99 AUG 25 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

( ) PROFIT  
( ) NON-PROFIT ( ) AMENDMENT ( ) MERGER

( ) FOREIGN ( ) DISSOLUTION ( ) MARK

( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT ( ) RESERVATION  
( ) REINSTATEMENT ( ) OTHER

( ) CERTIFIED COPY ( ) PHOTO COPIES ( ) CERTIFICATE UNDER SEAL

( ) WALK IN ( ) WILL WAIT ( ) PICK UP (X) MAIL OUT ( ) CALL ( ) AFTER 4:30

|                |
|----------------|
| Name           |
| Availability   |
| Document       |
| Examiner       |
| Updater        |
| Updater        |
| Verifier       |
| Acknowledgment |
| W.P. Verifier  |

\*  
I consented  
Out with a seal

CLB  
8-30-99  
5

ARTICLES OF INCORPORATION

OF

DISTHREE, INC.

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AUG 25 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, HAS EXECUTED THE FOLLOWING DOCUMENT AS INCORPORATOR OF THE ABOVE NAMED CORPORATION, A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, AND ALL RIGHTS DUTIES AND OBLIGATIONS OF THE UNDERSIGNED AS INCORPORATOR, AND THOSE OF THE CORPORATION, ARE TO BE DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

DISTHREE, INC.

ARTICLE II

THIS CORPORATION SHALL COMMENCE EXISTENCE UPON THE FILING OF THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE, STATE OF FLORIDA, AND SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

THE GENERAL NATURE OF THE BUSINESS AND OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED AND CARRIED ON BY THIS CORPORATION ARE TO DO ANY AND ALL OF THE THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT DO, VIZ:

- (1) TRANSACT ANY AND ALL LAWFUL BUSINESS.
- (2) SAID CORPORATION SHALL FURTHER HAVE POWERS:
  - TO HAVE PERPETUAL SUCCESSION BY ITS CORPORATE NAME;
  - TO SUE AND BE SUED, COMPLAIN, AND DEFEND IN ITS CORPORATE NAME IN ALL ACTIONS OR PROCEEDINGS;
  - TO HAVE A CORPORATE SEAL, WHICH MAY BE ALTERED AT PLEASURE, AND TO USE THE SAME BY CAUSING IT, A FACSIMILE THEREOF, TO BE IMPRESSED, AFFIXED, OR IN ANY OTHER MANNER REPRODUCED;
  - TO PURCHASE, TAKE, RECEIVE, LEASE, OR OTHERWISE ACQUIRE, OWN, HOLD, IMPROVE, USE, AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL PROPERTY OR ANY INTEREST THEREIN, WHEREVER SITUATED;
  - TO SELL, CONVEY, MORTGAGE, PLEDGE, CREATE A SECURITY INTEREST IN, LEASE, EXCHANGE, TRANSFER, AND OTHERWISE DISPOSE OF ALL OR ANY PART OF ITS PROPERTY AND ASSETS;
  - TO LEND MONEY TO, AND USE ITS CREDIT TO ASSIST, ITS OFFICERS AND EMPLOYEES IN ACCORDANCE WITH FLORIDA STATUTE §607.141;
  - TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, USE, EMPLOY, SELL, MORTGAGE, LEND, PLEDGE, OR OTHERWISE DISPOSE OF, AND OTHERWISE USE AND DEAL IN AND WITH, SHARES OR OTHER INTERESTS IN, OR OBLIGATIONS OF, OTHER DOMESTIC OR FOREIGN CORPORATIONS, ASSOCIATIONS, PARTNERSHIPS, OR INDIVIDUALS, OR DIRECT OR INDIRECT OBLIGATIONS OF THE UNITED STATES OR OF ANY OTHER GOVERNMENT, STATE, TERRITORY, GOVERNMENTAL DISTRICT, OR MUNICIPALITY OR OF ANY INSTRUMENTALITY THEREOF;

TO MAKE CONTRACTS AND GUARANTEES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE, ISSUE ITS NOTES, BONDS, AND OTHER OBLIGATIONS, AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE OR PLEDGE OF ALL OR ANY OF ITS PROPERTY, FRANCHISES, AND INCOME;  
TO LEND MONEY FOR ITS CORPORATE PURPOSES, INVEST AND REINVEST ITS FUNDS,  
AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY OR THE PAYMENT OF FUNDS SO LOANED OR INVESTED;  
TO CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE OFFICES AND EXERCISE THE POWERS GRANTED BY THIS ACT WITHIN OR WITHOUT THIS STATE;  
TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION;  
TO MAKE AND ALTER BYLAWS, NOT INCONSISTENT WITH ITS ARTICLES OF INCORPORATION OR WITH THE LAWS OF THIS STATE, FOR THE ADMINISTRATION;  
TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC, OR EDUCATIONAL PURPOSES;  
TO TRANSACT ANY LAWFUL BUSINESS WHICH THE BOARD OF DIRECTORS SHALL FIND WILL BE IN AID OF GOVERNMENTAL POLICY;  
TO PAY PENSIONS AND ESTABLISH PENSION PLANS, PROFIT SHARING PLANS, STOCK BONUS PLANS, STOCK OPTION PLANS, AND OTHER INCENTIVE PLANS FOR ANY OR ALL OF ITS DIRECTORS, OFFICERS, AND EMPLOYEES AND FOR ANY OR ALL OF THE DIRECTORS, OFFICERS, AND EMPLOYEES OF ITS SUBSIDIARIES;  
TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE, OR MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE;  
TO HAVE AND EXERCISE ALL POWERS NECESSARY OF CONVENIENT TO EFFECT ITS PURPOSES;  
TO INDEMNIFY ANY PERSON WHO BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION TO THE FULL EXTENT AS PERMITTED BY FLORIDA STATUTE S607.014;

#### ARTICLE IV

NO SHAREHOLDER OF THIS CORPORATION MAY SELL OR TRANSFER STOCK IN THIS CORPORATION EXCEPT TO ANOTHER INDIVIDUAL WHO IS ELIGIBLE TO BE A STOCKHOLDER OF THIS CORPORATION, AND SUCH SALE OR TRANSFER MAY BE MADE ONLY AFTER THE SAME SHALL HAVE BEEN APPROVED AT A STOCKHOLDERS' MEETING, EXCLUSIVE OF THE STOCK TO BE SOLD, THE STOCKHOLDERS VOTING AT SUCH MEETING SHALL HAVE FIRST OPTION TO PURCHASE THE SHARES FROM THE SELLING SHAREHOLDERS; THE SHARES OF STOCK HELD BY THE SHAREHOLDER PROPOSING TO SELL OR TRANSFER HIS SHARES MAY NOT BE VOTED OR COUNTED FOR ANY PURPOSE AT SAID MEETING.

#### ARTICLE V

THE AGGREGATE NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS THE TOTAL SUM OF ONE HUNDRED (100) SHARES HAVING AN INDIVIDUAL PAR VALUE OF ONE U.S. DOLLAR.  
UNLESS OTHERWISE STATED IN THESE ARTICLES, OR IN AN AMMENDMENT TO THESE ARTICLES, THERE SHALL BE ONLY ONE (1) CLASS OF STOCK OF THIS CORPORATION.

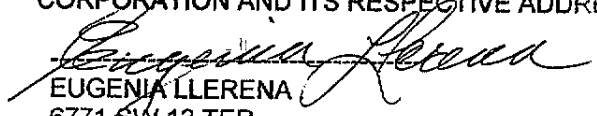
**FILED**  
99 AUG 25 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE VI

A) THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE FOR THIS CORPORATION IS:

85 GRAND CANAL DR.#305, MIAMI, FL. 33144

B) THE INITIAL REGISTERED AGENT ACCEPTING THE DUTIES AND RESPONSIBILITIES FOR THIS CORPORATION AND ITS RESPECTIVE ADDRESS IS:

  
EUGENIA LLERENA  
6771 SW 13 TER  
MIAMI, FL.33144

ARTICLE VII

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF A TOTAL OF 1 PERSON(S) AND THE NAME AND ADDRESS OF THE PERSON(S) WHO IS TO SERVE AS AN INITIAL DIRECTOR(S) IS:

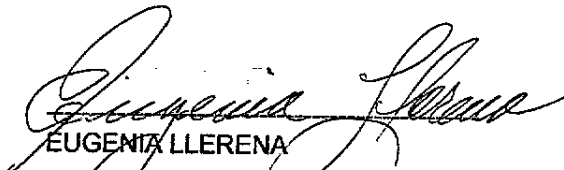
EUGENIA LLERENA, President  
6771 SW 13 TER  
MIAMI, FL.33144

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR EXECUTING THESE ARTICLES OF INCORPORATION IS:

EUGENIA LLERENA  
6771 SW 13 TER  
MIAMI, FL. 33144

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS(VE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 17TH DAY OF AUGUST OF 1999.

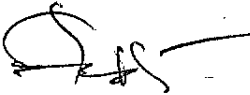
  
EUGENIA LLERENA

**FILED**  
99 AUG 25 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED EUGENIA LLERENA WHO AFTER BEING BY ME DULY SWORN SEVERALLY DEPOSES AND SAYS THAT SHE IS THE PERSON NAMED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID, THIS 17TH DAY OF AUGUST OF 1999.



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FELIX R. CEDENO  
Notary Public, State of Florida at Large  
My commission expires July 4, 2000  
Bonded thru Atlantic Bonding Co., Inc.#CC555845