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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 487866 4303929
AUTHORIZATION : *Patricia Pijute*
COST LIMIT : \$ 78.75

ORDER DATE : November 19, 1999

ORDER TIME : 10:34 AM

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ORDER NO. : 487866-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Yolanda Rodriguez
GREENBERG TRAUIG, P.A.
GREENBERG TRAUIG, P.A.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

DOMESTIC FILING

NAME: VORTAL1 INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
99 NOV 19 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

PR 11/19/99

ARTICLES OF INCORPORATION
OF
VORTAL1 INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is Vortal1 Inc. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1110 Brickell Avenue, Suite 430, Miami, Florida 33131-3199.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
20,000,000	no par value	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty percent (50%) of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Victor Pagliari Levy
1110 Brickell Avenue
Suite 430
Miami, Florida 33131-3199

ARTICLE VII

The name of the Incorporator is David S. da Silva Cornell and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18th day of November, 1999.


David S. da Silva Cornell, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Vortall Inc. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company


As Agent for Registered Agent

Dated: November 19, 1999

Deborah D. Skipper
as its agent

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