

P97000098884

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

The 500 Group, Inc.

SUBJECT: _____
Proposed Corporate Name

900002348729--2
-11/17/97--01081--011
*****78.75 *****78.75

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check of \$ 78.75 for filing fee and certificate.

FROM:

Martti Kalkas

Name

15419 SW 54th Street

Address

Miami, FL 33185

City, State, Zip

(305) 577-9716

Area Code and Phone Number (Daytime)

97 NOV 17 AM 9:36
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11-20-97
WCS

ARTICLES OF INCORPORATION OF

The 500 Group, Inc.

(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

The 500 Group, Inc.

with the principal place of business located at:

825 Brickell Bay Dr. #542
Miami, Florida 33131

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue preferred stock and common stock as follows:

1,000 shares of preferred stock with no par value, with ten (10) votes each share, and

9,000 shares of common stock with no par value, with one vote each share.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rate 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:

825 Brickell Bay Dr. #542
Miami, Florida 33131

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SECRETARY OF CORPORATIONS
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The name of the initial Registered Agent of this corporation is:

Jose Carlos Cardoso

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Jose Carlos Cardoso, President, Secretary

ARTICLE VII - INCORPORATORS

The name of and address of the persons signing this article is:

Jose Carlos Cardoso
825 Brickell Bay Dr. #542
Miami, Florida 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 VII- MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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 director of, shareholders of this corporation.

ARTICLE IX - BY-LAWS


The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - SHAREHOLDERS

Affirmative vote of a majority of the shareholders of this corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The corporation will initially issue one thousand (1,000) shares of Preferred Stock. The names and addresses of each shareholder to the articles of incorporation are as follows:

Jose Carlos Cardoso 1,000 shares of Preferred
Stock
825 Brickell Bay Dr. #542
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 12th day of November, 1997.



Incorporator

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

WITNESSETH:

That the 500 Group, Inc. 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

Jose Carlos Cardoso
825 Brickell Bay Dr. #542
Miami, Florida 33131

as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of the
The 500 Group, Inc.

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 the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 12th day of November, 1997.


Registered Agent

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