

ARTICLES OF INCORPORATION .

OF

SAMGLOBE LTD.

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CORPORATIONS

We, the undersigned, all of lawful age, unite together by these Articles of Incorporation to form a stock corporation pursuant to the general corporation law of the Virgin Islands.

1. The name of the corporation is Samglobe Ltd.

2. The purposes for which the corporation is formed are to do any and all of the following things, as fully and to the same extent as natural persons might or could do, in any part of the world:

(a) To engage in any commercial, industrial, agricultural, marketing, transportation, or service activity, business or enterprise calculated or designed to be profitable to the corporation. In particular, to establish, purchase, lease as lessee, or otherwise acquire, own, operate and maintain a bar and restaurant and a general store for the sale of sundries; to engage in the dispensing of alcoholic beverages and food; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(b) To purchase, lease, or otherwise acquire, own, hold, invest in, prepare for or otherwise encumber, sell, transfer, or otherwise dispose of, and in any manner deal in and with real property of all types and kinds; and to acquire, hold and use any and all leases, licenses, easements, rights, grants, concessions, franchises, and real and personal property necessary or required for such purposes.

(c) To acquire, hold, maintain and operate such plants, workshops, offices, stores, buildings, equipment, vehicles, and vessels as may be desirable for the proper conduct of the businesses herein referred to, and to do and perform every other act that may be legally performed by a corporation engaged in such businesses.

(d) To acquire all or any part of the goodwill, rights, property, and business of any person, firm, association, or corporation and to pay for the same in cash or in stock or bonds of this corporation or otherwise to hold or in any manner dispose of the whole or any part of the property purchased, and to assume in connection therewith any liabilities of any such person, firm association, or corporation, and to conduct in any lawful manner in any place the whole or any part of the business thus acquired.

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(e) To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of the Virgin Islands or any other jurisdiction and while the owner of such stocks, bonds, securities, or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote any stock thus owned.

(f) To borrow or raise money to any amount permitted by law by the sale or issue of bonds, notes, debentures, or other obligations of any kind and to secure the same by mortgages or other liens upon any and all of the property of every kind of the corporation.

(g) To enter into and carry out any contracts for or in relation to the foregoing business with any person, firm, association, corporation, or government or governmental agency.

(h) To conduct its business in the Virgin Islands and elsewhere in the United States and foreign countries and to have offices within or outside the Virgin Islands and to hold, purchase, mortgage, and convey real and personal property within or outside the Virgin Islands.

(i) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the exercise of any of the powers herein set forth, either alone or in connection with other firms, individuals, associations or corporations in the Virgin Islands and elsewhere in the United States and foreign countries, and to do any other act or thing incidental or appurtenant to or growing out of or connected with the said business, purposes, objects, and powers or any part thereof not inconsistent with the laws of the Virgin Islands, and to exercise any and all powers or any part thereof not inconsistent with the laws of the Virgin Islands, and to exercise any and all powers now or hereafter conferred by law on business corporations whether expressly enumerated herein or not.

The purposes, objects, and powers specified in this article shall not be limited or restricted by reference to the terms of any other subdivision or of any other article of these Articles of Incorporation.

1. The corporation shall have perpetual existence.
2. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares of capital stock without par value.
3. The minimum amount of capital with which the corporation will commence business shall be One Thousand Dollars (\$1,000.00).

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4. The principal office of the corporation shall be at Parcel No. 74A Cruz Bay Town, St. John, U.S. Virgin Islands. The Resident Agent at said address shall be Frederick O. Samuels. The mailing address for the corporation shall be Post Office Box 194 Cruz Bay, St. John, U.S. Virgin Islands 00831.

5. The number of Directors of the corporation shall be such a number, not fewer than three, as may from time to time be fixed by the by-laws. Election of Directors by ballot as provided for by Title 13, Section 191 of the Virgin Islands Code, shall be deemed waived and not required at any meeting of stockholders for the election of Directors unless the officer presiding at such meeting orders such election to be by ballot, or unless election by ballot is requested by stockholders present at such meeting in person or by proxy holding of record one-third (1/3) or more of the outstanding shares of stock represented at such meeting and entitled to vote for election of Directors.

6. The names and places of residence of the persons forming the corporation are:

1. Frederick O. Samuels
Parcel No. 5E Estate Pastory
St. John, U.S. Virgin Islands
2. Faye Samuels
Parcel No. 5E Estate Pastory
St. John, U.S. Virgin Islands
3. Michelle Lett
Parcel No. 83A Estate Contant
St. Thomas, U.S. Virgin Islands

7. The Board of Directors is authorized from time to time to make and adopt by-laws, subject to the right of the majority of the stockholders to amend, repeal, alter, or modify such by-laws at any regular meeting, or at any special meeting called for the purpose.

8. The Board of Directors is authorized from time to time to set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purposes and to abolish such reserve.

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9. Subject to the provisions of Title 13, Section 71 of the Virgin Islands Code, the corporation may enter into contracts or otherwise transact business with one or more of its directors or officers, or with any firm or association of which one or more of its directors or officers, members or employees, or with any other corporation or association of which one or more of its directors or officers are stockholders, directors, officers, or employees, and no such contract or transaction shall be invalidated or in any way affected by the fact that such director or directors, officer or officers have or may have interest therein that are or might be adverse to the interest of the corporation even though the vote of the director or directors having such adverse interest is necessary to obligate the corporation on such contract or transaction, provided that in any such case the fact of such interest shall be disclosed or known to the directors or stockholders acting on or in reference to such contract or transaction. No director or directors, officer or officers having such disclosed or known adverse interest shall be liable to the corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it by reason of any such contract or transaction nor shall any such director or directors, officer or officers be accountable for any gains or profits realized thereon. The provisions of this article shall not be construed to invalidate or in any way affect any contract or transaction that would otherwise be valid under law.

10. Any director or officer of the Corporation shall be indemnified by the corporation against all reasonable costs and expenses actually and necessarily incurred by him or imposed upon him in connection with or resulting from any action, suit, or proceeding, civil or criminal, to which he may hereafter be made a part by reason of his being or having been a director or officer, including any amount paid upon any judgment, fine or settlement, except any amount paid to the corporation of which he is or was such director or officer provided, however, that either (a) said action or proceeding shall be prosecuted against his executor, administrator or other legal representative to final determination and it shall not be finally adjudged that he was liable for negligence or misconduct in the performance of his duties to the corporation which he served as such director or officer, or (b) said action, suit or proceeding shall be settled with the approval of the board of directors or otherwise terminated as against such director or officer or his executor, administrator, or other legal representative without a final determination on the merits and the corporation shall be advised in writing by independent counsel selected by it that in the opinion of such counsel such director or officer was neither liable nor negligent in the performance of his duties to the corporation which he served as such director or officer, as charged in such action, suit or proceeding. The foregoing right of indemnification shall not be exclusive of any other rights to which any such director or officer may be entitled as a matter of law or which may be lawfully granted to him; and the indemnification hereby granted by the corporation shall be in addition to and not in restriction or limitation of an other privilege or power which the corporation may lawfully exercise with respect to the indemnification or reimbursement of directors, officers, or employees.

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Frederick O. Samuels

Faye Samuel
Faye Samuels


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My Commission Expires: 1/8/99