

P95000013303

Ida C. Ovies  
1550 Madruga Ave, Ste 406  
Coral Gables, Fla 33146

February 14, 1995

Secretary of State  
Division of Corporations  
409 East Gaines  
Tallahassee , Fla 32399

000001417280  
-02/15/95--01112--005  
\*\*\*122.50 \*\*\*122.50

Dear Sirs :

Enclosed find one original and a copy of the Articles of Incorporation of CLAPPY ,INC. Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee.

Your assistance in establishing the corporation to be known as CLAPPY, INC. is appreciated.

Respectfully,

*Ida C. Ovies*  
Ida C. Ovies  
Registered Agent

*305-667-4415 A different address  
message*

B. REGISTERED FEB 16 1995

*182 612 106 671  
295-5418*

FILED  
95 FEB 15 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF  
CLAPPY, INC.

FILED  
FEB 15 11 22 AM '59  
SECRETARY OF STATE  
TALLAHASSEE, FLA.

ARTICLE I - NAME

The name of the corporation is CLAPPY, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind , class or series as that which he already holds , shall have the right to purchase his pro rata share thereof ( as nearly as may be done without issuance of fractional shares)at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 7930 E. Drive, #110 , N. Bay Village, Fla 33141.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent for this corporation is Ida C. Ovies, 1550 Madruga Ave, Ste 406, Coral Gables, Fl 33146.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this of this Corporation is:

7930 E. Drive #110  
N. Bay Village, Fla 33141

ARTICLE VIII - 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 , in accordance with the by-laws of the corporation , but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Flavia S. de Mattos	7930 E. Drive, #110 N. Bay Village, Fla 33141

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is :

Ida C. Ovies  
1550 Madruga Ave, Ste 406  
Coral Gables, Fla 33146

ARTICLE X - BY-LAWS

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

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director , or any former officer or director , to the full extent permitted by law.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation , or any amendment thereof , and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF , the undersigned subscriber has executed these Articles of Incorporation on this 14th day of February, 1995.

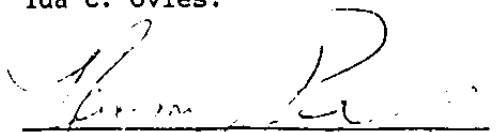


\_\_\_\_\_  
Ida C. Ovies

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 14th day of February, 1995 , by Ida C. Ovies.

  
\_\_\_\_\_  
Notary Public  
State of Florida

\_\_\_\_\_  
Personally known to me  
(or I.D. shown).

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS  
WITHIN THE STATE , NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.  
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In pursuance of Chapter 48.091 , Florida Statutes , the following  
is submitted in compliance with said Act:

CLAPPY, INC, desiring to organize under the laws of the state  
of Florida , with its principal offices as indicated in the  
Articles of Incorporation has named Ida C. Ovies at 1550 Madruga  
Ave, Ste 406, Coral Gables, Fla 33146 as its Agent to accept  
service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-  
named corporation , at the place designated in this Certificate ,  
I hereby accept to act in that capacity , and agree to comply  
with the provisions of said Act relative to keeping open said  
office.

By: Ida C. Ovies  
Ida C. Ovies

FILED  
65 FEB 15 10 12 AM  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FLAVIA MATTOS  
C/O IDA C. OVIES  
3211 PONCE DE LEON BLVD, STE 210  
CORAL GABLES, FLA 33134

4000000163316214  
-11/16/95-01111-003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

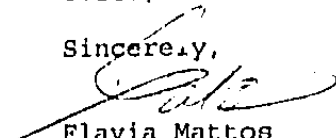
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fla 32314

Dear Sirs:

Attached please find an original and a copy of Articles of Amendment to Articles of Incorporation of CLAPPY, Inc. together with a check for \$35.00 filing fee. Your assistance in processing this application is appreciated.

If you have any questions re this documents, please contact Ms. Ovies, who is the Corporation's resident agent.

Sincerely,

  
Flavia Mattos  
CLAPPY, INC.  
resident

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

CLAPPY, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

AMENDMENT 1. The Corporation changes its name from  
"CLAPPY, INC." to: "ADM INTERNATIONAL BUSINESS CORP."

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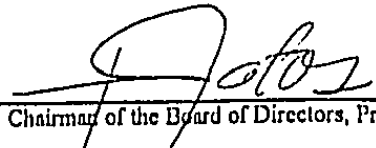
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 14, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*  
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
voting group
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 14th of November, 19 95.

Signature   
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

FLAVIA MATTOS  
Typed or printed name

PRESIDENT  
Title