

1/03/96 17:53

FLORIDA DIVISION OF CORPORATIONS
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 DEPARTMENT OF STATE 412 W. FLAGLER ST.
 STATE OF FLORIDA SUITE 200
 409 PALM GAINES STREET MIAMI FL 33135-
 TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
 PHONE: (305) 541-3094
 FAX: (904) 922-4000 FAX: (305) 541-3770

(((H96000000156))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: R.M.S.B. TRADING, CORP.
 FAX AUDIT NUMBER: H96000000156 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 01/03/1996 TIME REQUESTED: 17:26:18
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003265

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(((H96000000156)))
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NUM CAPS Connect: 00:12:2

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 95 JAN -4 AM 9:33
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 96 JAN -4 AM 7:57

PREPARED BY:
B & L BUSINESS, INC.
141 NE 3 AVE
MIAMI, FL 33132
(305) 373-6211
Gil Ubieta

ARTICLES OF INCORPORATION

H9600000156

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: **R. M. S. B. TRADING, CORP.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**141 NORTH EAST 3RD AVENUE SUITE 201
MIAMI, FLORIDA 33132**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JAN -4 AM 9:33

FILED

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

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 RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR 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:

**141 NORTH EAST 3RD AVENUE SUITE 201
MIAMI, FLORIDA 33132**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

PAULO ROBERTO SANTIAGO

H9600000156

H9600000156

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

**PAULO ROBERTO SANTIAGO
- PRESIDENT -**

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**PAULO ROBERTO SANTIAGO
141 NORTH EAST 3RD AVENUE SUITE 201
MIAMI, FLORIDA 33132**

ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

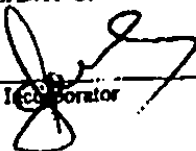
ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

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 X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 13th DAY OF DECEMBER OF 1995.



Incorporator

H9600000156

H96000000
H9600000156

STATE OF FLORIDA)
)
COUNTY OF DADE)

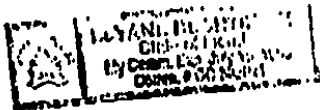
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **PAULO ROBERTO SANTIAGO** KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL.

IN THE STATE AND COUNTY AFORESAID THIS 13th DAY OF DECEMBER, 1995.



**NOTARY PUBLIC
STATE OF FLORIDA AT LARGE**

My commission expires:



H9600000156

H9600000156

65 JAN -4 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

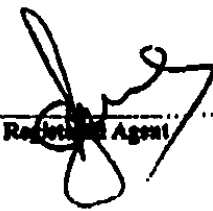
**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT R. M. S. B. TRADING, CORP. 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 PAULO ROBERTO SANTIAGO, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF R. M. S. B. TRADING, CORP. 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 SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 13th DAY OF DECEMBER, 1995.



Registered Agent

H9600000156

P96000000800

8 11:41 PM PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1402 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 02-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 641-3094
FAX: (904) 922-4000 FAX: (305) 641-3770
DOCUMENT TYPE: BASIC AMENDMENT

(((H96000007986)))
NAME: R.M.S.B. TRADING, CORP.
FAX AUDIT NUMBER: H96000007986 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/06/1998 TIME REQUESTED: 13:41:20
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
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96 JUN -7 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Corporation - ok ✓
Lund*

RECEIVED
96 JUN -7 AM 10:24
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 7, 1996

R.M.S.B. TRADING, CORP.
141 NORTHEAST 3RD AVENUE
SUITE 201
MIAMI, FL 33132

SUBJECT: R.M.S.B. TRADING, CORP.
REF: F96000000800

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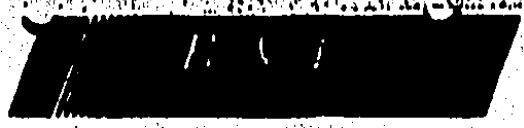
Linda Stitt
Corporate Specialist

FAX Aud. #: H96000007966
Letter Number: 896A00028492

58' d. 7401

11-96-0000079166

B & L Business Legal
141 NE 3rd Avenue
Suite 206
Miami, FL 33132
(305) 575-6211
Elyane Beckthger



FILED
96 JUN -7 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
R. M. S. B. TRADING, CORP.**

PURSUANT TO THE PROVISIONS OF SECTION 607.1066, FLORIDA STATUTES, THE UNDERIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1 - THE NEW PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER, DIRECTOR AND REGISTERED AGENT FOR THIS CORPORATION WILL BE:

ROBERTO MARQUES DE S. RODRIGUES

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THIS AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOWS:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: MAY 6th 1996.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS 6th DAY OF MAY, 1996.
R. M. S. B. TRADING, CORP.

BY:

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

Typed or printed name: **PAULO ROBERTO SANTIAGO**
Title: **PRESIDENT / INCORPORATOR**

141 N.E. 3rd Avenue - Suite 206 - Miami, Florida 33132 - Tel: (305) 575 6211 Fax: (305) 575 7207 - E-mail: Internet: 103.902.1234@compuserve.com

11-96-0000079166