

P96000 34563



BUSINESS AUTHORITY CORPORATION

95 APR 17 PM 9:18
FILED
TALLAHASSEE, FLORIDA

Miami, April 12th, 1996

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-04/17/96--01057--004
****122.50 ****122.50

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

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of **AMAZON GROUP CORP.**, together with a check for \$122.50.

Please return a certified copy.

If additional information is required, please let us know.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Sergio Massa', is written over a horizontal line.

Sergio Massa
President

TALLAHASSEE FL 2 2 1996

PREPARED BY:
SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

ARTICLES OF INCORPORATION OF
AMAZON GROUP CORP.

FILED
95 APR 17 AM 9:18
TALLAHASSEE, FLORIDA
STATE

ARTICLE I NAME

The name of this corporation is **AMAZON GROUP CORP.**

ARTICLE II DURATION

This corporation shall have perpetual existance commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata 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 LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are, 8356 S.W. 8th Street, Miami, Dade County, Florida 33144. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Maria P. Zuniga President, Treasurer	20048 N.W. 86th Court Miami, FL 33015
Roberto E. Arenas V. P., Secretary	2201 S.W. 138th Avenue Miami, FL 33175

ARTICLE VIII SUBSCRIBERS

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	NO OF SHARES
Maria P. Zuniga President, Treasurer	20048 N.W. 86th Court Miami, FL 33015	66%
Roberto E. Arenas V. P., Secretary	2201 S.W. 138th Avenue Miami, FL 33175	34%

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

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


ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 20048 N.W. 86th Court, Miami, FL. 33015 and the name of the initial registered agent of this corporation at that address is Maria P. Zuniga.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file those Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 10th day of April, 1996.



Maria P. Zuniga



Roberto E. Arenas


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

1. AMAZON GROUP CORP, desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the
Articles of Incorporation at the City of Miami, State of Florida,
has named Maria P. Zuniga, located at 20048 N.W. 86th Court, City
of Miami, County of Dade, State of Florida, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

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



Maria P. Zuniga

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96 APR 17 AM 9:18
CLERK OF STATE
TALLAHASSEE, FLORIDA

CONTACT:

P96000034536

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

400001822794
-05/15/96--01080--003
****35.00 ****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1 Landin Trading Corp (Corporation Name) _____ (Document #)
- 2 _____ (Corporation Name) _____ (Document #)
- 3 _____ (Corporation Name) _____ (Document #)
- 4 _____ (Corporation Name) _____ (Document #)

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 96 MAY 15 AM 10:55
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 DIVISION OF CORPORATION
 96 MAY 15 PM 10:25

Walk In

Pick Up Time _____

Certified Copy

Mail Out

Certificate of Status

Will Wait

Certificate of Good Standing

Photocopy

ARTICLES ONLY

ALL CHARTER DOCS

NEW FILINGS	
<input type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R A, Officer/Director	
<input checked="" type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials _____

5/15
R.A. Change

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: LANDIN TRADING CORP.

1b. The mailing address of the corporation is: 8795 S.W. 48 STREET
MIAMI, FL 33155

1c. Date of incorporation: 4/19/96 Document number: P96000034536

2. The name and address of the current registered agent and office:

UCC Filing & Search Services, Inc.
526 East Park Avenue, Suite 200
Tallahassee, FL 32301

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MAY 15 AM 10:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

ENRIQUE LANDIN, PRESIDENT
8795 S.W. 48 STREET
MIAMI, FL 33155

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

5/1/96
(Date)

ENRIQUE LANDIN, PRESIDENT
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

5/1/96
(Date)

If signing on behalf of an entity:

ENRIQUE LANDIN
(Typed or Printed Name)

PRESIDENT / REGISTERED AGENT
(Capacity)

P96000034563

(((H96000007082))) PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
400 EAST GAINES STREET MIAMI FL 33135- 33166-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (904) 922-4000 FAX: (305) 641-3770

(((H96000007002))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: AMAZON GROUP CORP.
FAX AUDIT NUMBER: H96000007082 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/20/1996 TIME REQUESTED: 10:08:01
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER: 072450003255

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(((H96000007082)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:02:11

Completed - [Signature]
Linda

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96 MAY 23 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 MAY 23 AM 7:54
DIVISION OF CORPORATIONS

05/20/00 14:04 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 20, 1996

AMAZON GROUP CORP.
8356 SW 8 STREET
MIAMI, FL 33144

SUBJECT: AMAZON GROUP CORP.
REF: P96000034563

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please state what is being amended in Article VII and Article VIII.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Fleming-Jackson
Corporate Specialist Supervisor

FAX Aud. #: E96000007062
Letter Number: 796A00024960

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

P.01/03

EMPIRE CORPORATE KIT

MAY-22-1996 16:55

49600007062

PREPARED BY:
SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
AMAZON GROUP CORP.
(Charter# P96000034563)

FILED
MAY 23 1996
MAY 23 1996

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

AMENDMENT ADOPTED TO ARTICLES VII:

The names and street addresses of the Directors is as follows:

NAME	ADDRESS
Patricia Arenas President, Treas.	2201 S.W. 138th Avenue Miami, FL. 33175
Roberto Arenas V.P., Secretary	2201 S.W. 138th Avenue Miami, FL. 33175

AMENDMENT ADOPTED TO ARTICLES VIII:

The names and street addresses of the Shareholders and the number of shares of stock are as follows:

NAME	ADDRESS	NO. OF SHARES
Patricia Arenas	2201 S.W. 138th Avenue Miami, FL. 33175	668
Roberto Arenas	2201 S.W. 138th Avenue Miami, FL. 33175	348

THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: April 22nd, 1996.

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Signed this 22nd day of May, 1996.

AMAZON GROUP CORP.

By 
Patricia Arenas
President

49600007062