



P96000068697

LIZA M. GONZALEZ  
LEGAL ASSISTANT

1700 PALM AVENUE  
SUITE 105  
MIAMI, FL 33012

(305) 821-0800

(305) 464-8037

August 11, 1996

Division of Corporations  
Attn: New Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

400001828664  
-08/15/96--01093--003  
\*\*\*122.50 \*\*\*122.50

RE: Stampworld, Inc.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for Stampworld, Inc. Also, enclosed you will find a check in the amount of \$122.50 which covers the filing fee.

Please return the certified copy of the Articles of Incorporation directly to the above address.

Should you have any questions or need further assistance, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

*Liza M. Gonzalez*  
LIZA M. GONZALEZ  
Certified Legal Assistant

LMG/em  
Enclosures

FILED  
96 AUG 15 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN AUG 19 1996

ARTICLES OF INCORPORATION

OF

STAMPWORLD., INC.

FILED  
96 AUG 15 AM 10:02  
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation shall be STAMPWORLD., INC.

ARTICLE II-NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted are:

A. To engage in or transact any lawful business for which corporations may be incorporated under Florida General Corporation Act. No other purpose limits the general purpose in any way.

B. To do such other things incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

C. To engage in the sale and distribution of rubber stamps to the general public.

ARTICLE III-AUTHORIZED SHARES

The maximum number of shares that this corporation is authorized to issue is one hundred (100) shares of common stock having \$1.00 par value per share.

ARTICLE IV-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 V-PRINCIPAL OFFICE**

The address of the principal office and the mailing address of this corporation shall be 2136 Taylor Street, Hollywood, Florida 33020 with the privilege of having branches and offices in other places within or without the State of Florida.

**ARTICLE V-A-REGISTERED AGENT**

The street address of the initial registered office of this corporation is 2136 Taylor Street, Hollywood, Florida 33020 and the name of the registered agent of this corporation at that address is JUAN MANUEL NAVARRO.

**ARTICLE VI-NUMBER OF DIRECTORS**

The number of Directors of this corporation shall not be less than one (1), nor more than five (5), the number to be fixed by the By-Laws.

**ARTICLE VII-INITIAL DIRECTORS**

The number of Directors constituting the first Board of Directors shall be one (1) and the name and street address of the member of the First Board of Directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified shall be:

JUAN MANUEL NAVARRO	2136 Taylor Street
<b>President/Director</b>	Hollywood, Florida 33020

**ARTICLE VIII-LOST OR DESTROYED CERTIFICATES**

Stock certificates of this corporation to replace lost or destroyed certificates shall be issued only in accordance with the By-Laws of this corporation.

**ARTICLE IX-INDEMNIFICATION**

Section 1. The corporation may indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding,

whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation or any division of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

Section 2. The corporation may indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent

of the corporation or of any division of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to this corporation unless and only to the extent that the court in which such action or suit was brought or in any other court having jurisdiction in the premises shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

Section 3. To the extent that a director, officer, employee or agent of the corporation or of any division of the corporation, or a person serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article, or in defense of any claim, issue or matter therein, he

may be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a particular case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

Section 5. Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or of any division of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 7. This Article shall be effective with respect to any person who is a director, officer, employee or agent of the

corporation at any time on or after date of incorporation with respect to any action, suit or proceeding pending on or after that date, by reason of the fact that he is or was, before or after that date, a director, officer, employee or agent of the corporation or is or was serving, before or after that date, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE X-MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XI-TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

**ARTICLE XII-AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of August, 1996.

  
\_\_\_\_\_  
JUAN MANUEL NAVARRO  
President/Director

STATE OF FLORIDA )

ss:

COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

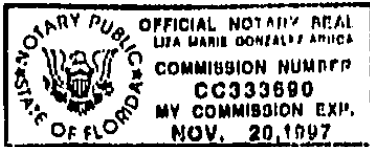
JUAN MANUEL NAVARRO known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12<sup>th</sup> day of August, 1996.

*Liza Marie Gonzalez-Aruca*  
NOTARY PUBLIC, State of Florida

My Commission expires:

LIZA MARIE GONZALEZ-ARUCA





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 49-091, Florida Statutes, the following is submitted in compliance with said Act:

First: That STAMPWORLD, INC. desiring to organize or qualify under the laws of the state of Florida with its principal place of business at 2136 Taylor Street, Hollywood, Florida 33020 has named JUAN MANUEL NAVARRO located at 2136 Taylor Street, Hollywood, Florida 33020 as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT:

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 provision of said Act relative to keeping open said office.

DATED: August 11, 1996

  
\_\_\_\_\_  
JUAN MANUEL NAVARRO,  
Registered Agent

FILED  
AUG 15 AM 10:02  
TALLAHASSEE, FLORIDA

FLD/L N-160-433-69-368-D  
EXP. 10/8/2002

P 9600006869

FILED  
 JUL 30 PM 3:23  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**LAZARUS CORPORATE INDUSTRIES, INC.**  
 Requestor's Name

090 S.W. 87 AVENUE, SUITE: 16  
 Address

MIAMI, FLORIDA 33174 (305)552-5973  
 City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. STAMP WORLD, INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_ 400002253904--9  
 (Corporation Name) (Document #) U7/31/97--01065--036  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

Walk in     Pick up time 2.00     Certified Copy

Mail out     Will wait     Photocopy     Certificate of Status

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

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

*AM*  
*DES*  
 7/31

RECEIVED  
 97 JUL 31 AM 10:41  
 DIVISION OF CORPORATION

Examiner's Initials \_\_\_\_\_

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

STAMPWORLD, INC.

(present name)

**FILED**  
97 JUL 30 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)**

ARTICLE V.- THE NEW ADDRESS OF THE PRINCIPAL OFFICE AND THE MAILING ADDRESS OF THIS CORPORATION WILL READ AS FOLLOWS:  
3750 W. 16 AVE., STE 136 U - HIALEAH, FL 33012

ARTICLE V-A.- THE NAME OF THE REGISTERED AGENT IS JUAN MANUEL NAVARRO AND THE ADDRESS OF THE REGISTERED OFFICE WILL BE:  
3750 W. 16 AVE., STE 136 U - HIALEAH, FL 33012

ARTICLE VI.- THE NUMBER OF DIRECTORS SHALL BE TWO AND THE NAME AND ADDRESS OF THE MEMBERS OF THE BOARD OF DIRECTORS WILL READ AS FOLLOWS:  
JUAN MANUEL NAVARRO- PRESIDENT/DIRECTOR - 3750 W. 16 AVE, STE 136U  
JAIME F. ZATIZABAL - VICE PRESIDENT/ 3750 W. 16 AVE., STE 136U  
HIALEAH, FL 33012

**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:** 07-30-97

**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 statements 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.

(continued)

Signed this 30 day of JULY, 19 97.

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)

JUAN MANUEL NAVARRO

Typed or printed name

PRESIDENT/DIRECTOR

Title