



**ARTICLES OF INCORPORATION**  
**OF**  
**J & A WORLD SERVICES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 13 PM 4:03

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **J & A WORLD SERVICES, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 2212 River Park Circle, Unit 211, Orlando, Florida 32817 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	John P. Carvalho
Vice-President:	Ana C. Carvalho
Secretary:	Ana C. Carvalho
Treasurer:	John P. Carvalho

whose addresses shall be the same as the principal office of the Corporation.



## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

John P. Carvalho  
Ana C. Carvalho

whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

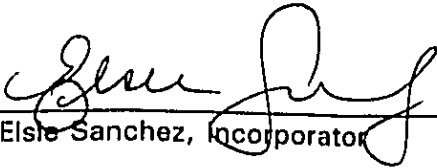
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this NOV 12 1996.

  
Elsie Sanchez, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 13 PM 4:03

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

  
By: \_\_\_\_\_  
Natalia Utrera, Vice President



**J&A World Services, Inc.**

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FLORIDA DEPARTMENT OF STATE

Division of Corporations

409 E. Gaines St.

Tallahassee, Florida 32399

300002119453--2  
-03/20/97--01108--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Madam or Sir:

Enclosed, please find three (3) original copies of amendments to Articles of Incorporation of J&A World Services, Inc., and a check for \$ 35.00.

Please return copy(s) to the following address:

J&A World Services, Inc.  
P.O. Box 678713  
Orlando, Florida 32867

Tel.: (407) 381-3460  
Fax: (407) 381-6191

FILED  
97 MAR 20 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend E name change  
LFF  
3-21-97

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

**J&A World Services, Inc.**

**FILED  
97 MAR 20 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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

**FIRST:** Amendment(s) adopted:

**ARTICLE 1 - NAME**

Change to read as follows:

The name of the corporation is Dynamic World Services, Inc., (hereinafter, "Corporation").

**ARTICLE 5 - OFFICERS**

Change to read as follows: `

President:	John P. Carvalho	2212 River Park Circle, Unit 211, Orlando, FL 32817
Vice-President:	Luis A. Ramos	264 Liverpool Cove, Longwood, FL 32779
Secretary:	Maria L. Ramos	264 Liverpool Cove, Longwood, FL 32779
Treasurer:	Ana C. Carvalho	2212 River Park Circle, Unit 211, Orlando, FL 32817

**ARTICLE 6 - DIRECTOR(S)**

Change to read as follows: `

The Director(s) of the Corporation shall be:

John P. Carvalho	2212 River Park Circle, Unit 211, Orlando, FL 32817
Luis A. Ramos	264 Liverpool Cove, Longwood, FL 32779
Maria L. Ramos	264 Liverpool Cove, Longwood, FL 32779
Ana C. Carvalho	2212 River Park Circle, Unit 211, Orlando, FL 32817

**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: N/A



**THIRD:** The date of each amendment's adoption: March 19, 1997

**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 18<sup>th</sup> day of MARCH, 1997.

Signature

John P. Carvalho  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

John P. Carvalho

Typed or printed name

President

Title

**Dynamic World Services, Inc.**

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P96000093205

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

Dear Madam or Sir:

Enclosed, please find three (3) original copies of amendments to Articles of Incorporation of J&A World Services, Inc., and a check for \$ 35.00.

Please return copy(s) to the following address:

Dynamic World Services, Inc.  
P.O. Box 678713  
Orlando, Florida 32867

Tel.: (407) 568-3154  
Fax: (407) 568-3297

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-09/15/97--01157--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
97 OCT -6 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
OCT 6 1997



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 23, 1997

**DYNAMIC WORLD SERVICES, INC.**  
P. O. BOX 678713  
ORLANDO, FL 32867

**SUBJECT: DYNAMIC WORLD SERVICES, INC.**  
Ref. Number: P9600009J205..

We have received your document for **DYNAMIC WORLD SERVICES, INC.** and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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 (850) 487-6905.

**Thelma Lewis**  
Corporate Specialist Supervisor

Letter Number: 697A00047061

RECEIVED  
97 OCT -6 PM 12:42  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DYNAMIC WORLD SERVICES, INC.**

**FILED**  
97 OCT -6 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Amendment(s) adopted:

ARTICLE 3 - PRINCIPAL OFFICE

Change to read as follows:

"The address of the principal office of this corporation is 2226  
Ballard Avenue, Orlando, Florida 32833."

ARTICLE 5 - OFFICERS

Change to read as follows:

President: John P. Carvalho 2226 Ballard Avenue, Orlando, FL 32833  
Vice-President: Ana C. Carvalho 2226 Ballard Avenue, Orlando, FL 32833  
Secretary: Ana C. Carvalho 2226 Ballard Avenue, Orlando, FL 32833  
Treasurer: John P. Carvalho 2226 Ballard Avenue, Orlando, FL 32833  
whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

Change to read as follows:

The Director(s) of the Corporation shall be:

John P. Carvalho 2226 Ballard Avenue, Orlando, FL 32833  
Ana C. Carvalho 2226 Ballard Avenue, Orlando, FL 32833  
whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

Change to read as follows:

The name and address of the registered agent of this Corporation is Ana C. Carvalho, 2226 Ballard Avenue, Orlando, Florida 32833.

**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: N/A

**THIRD:** The date of each amendment's adoption: September 8, 1997

**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 8<sup>th</sup> day of September, 1997

Signature

John P. Carvalho  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

John P. Carvalho

Typed or printed name

President

Title

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF AMENDMENT**

Having been named as registered agent and to accept service of process for Dynamic World Services, Inc., at the place designated in this amendment, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Qua C. Casalder

Signature

10/03/97

Date