

P95000060/66

TRANSMITTAL LETTER

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

07/27/95 - 01/04/96

SUBJECT: RUDEN INTERNATIONAL FLORIDA, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: MARY GRACE ACCADUE-HLI
Name (printed or typed)

12390 BRIGHTEN WAY TEL S.
Address

ORSONVILLE FL 32246
City, State & Zip

(904) 220 0860
Daytime Telephone number

July 31'95
TO: Mrs. Beth Registrar,
As per our telephone
conversation, I'm
sending you here
another copy of our
ARTICLES OF INCORP.
P.S. note that we need this
copy in order to start
our bank account - for
bank -
Thank you
MARY

the original and one copy of the articles.

55 AUG -3 AM 7:36
SECRET
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 28, 1995

MARY GRACE ASSADOGLI
12390 BRIGHTON BAY TRL SOUTH
JACKSONVILLE, FL 32246

SUBJECT: RODEM INTERNATIONAL FLORIDA, INC.
Ref. Number: W95000015232

We have received your document for RODEM INTERNATIONAL FLORIDA, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The document is illegible and not acceptable for microfilming.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 195A00035897

FILED
95 AUG -3 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
RODEM INTERNATIONAL FLORIDA, INC.

The undersigned subscribers to these articles of incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be Rodem International Florida, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate an establishment primarily engaged in providing employment services on: professional workers; companions/sitters; homemakers; and housekeeping. Professional workers includes nurses, physical therapists, office employees, etc...

To purchase, or otherwise acquire; and, to own, mortgage, pledge sell, assign, transfer or otherwise dispose of; and, to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, railroad, canal, telegraph, telephone or a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of, real and personal property, including franchises, patents, copyrights, trade-marks and licensees, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government; and, while owner of such stock, to exercise all the rights, powers and

privileges of citizenship, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose of transaction whatsoever.

To make gifts of its property or cash either to charitable organizations, or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit-sharing, stock option and deferred compensation plans for officers, employees, directors and others as the Board of Directors may deem to be in the interest of the corporation;

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this Article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is (1000) shares of common stock for the par value of one dollar (\$1.00) per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$ 500.00 dollars.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The address of the principal office of this corporation in the State of Florida is Regency East Office Park, 9951 Atlantic Blvd., Suite 107, Jacksonville, Florida, 32225.

The Board of Directors may, from time to time, move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have three (3) directors initially. The number of director may be either increased or diminished, from time to time, by the by-laws, but shall never be less than one (1), nor more than six (6). Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purposes.

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the First Board of Directors of this corporation are:

Mary Grace Assadoghli
12390 Brighton Bay Trail So.
Jacksonville, Florida 32246
President

Rainelda Murallon
308 Andreas St.
St. Augustine, Florida 32084
Secretary / Treasurer

Adolfo S. Murallon
308 Andreas St.
St. Augustine, Florida 32084
Vice-President

ARTICLE VIII-A. REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be Regency East Office Park, 9951 Atlantic Blvd., Suite 107, Jacksonville, Florida 32225, and the initial registered agent at said office shall be Mary Grace Assadoghli.

ARTICLE IX. SUBSCRIBER

The name and address of the subscribers of these Articles of Incorporation is: Mary Grace Assadoghli, 12390 Brighton Bay Trail South, Jacksonville, Florida, 32246.

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person

eligible to hold office or to become a director in this corporation.

The stockholders, or any two (2) or more of them, may by agreement recorded in the Minute Book of this corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer, or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida, when such by-laws are adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall be conclusively deemed to have received proper notice of such meeting unless he/she shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction; and, notwithstanding his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify, such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer, or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she shall be adjudged in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee, the reasonable costs of settlement of any

such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee, was not guilty of negligence or misconduct. Such officer, or employee, from exercising any rights to which he/she may be entitled under the by-laws or otherwise.

ARTICLE XII. 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 of these Articles of Incorporation be made.

ARTICLE XIII. MEETING 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. Furthermore, the directors of this corporation may take action by written consent, as provided by law.

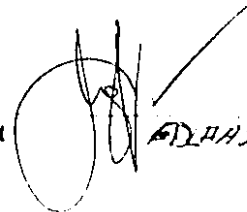
IN WITNESS WHEREOF, the undersigned incorporator, being natural person competent to contract, have hereunto set her hand this 31st day of July, 1995.

STATE OF FLORIDA
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above I, take acknowledgments, personally appeared Mary Grace Assadoghli to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this
31st day of July, 1995.

Affiant



AD 44232 543 59-880



Notary Public
State of Florida at Large
My Commission Expires Oct. 1, 1995
Bundled Three Tray Poin - Insurance Inc.

FILED
95 AUG -3 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

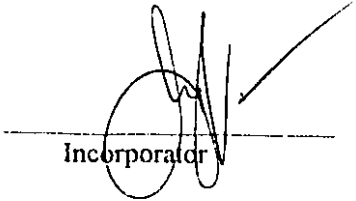
CERTIFICATE

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THIS STATE.

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

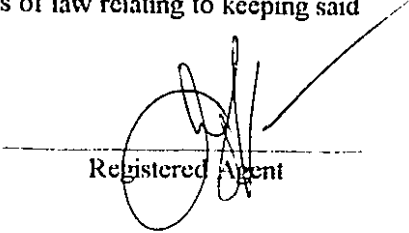
RODEM INTERNATIONAL FLORIDA, INC.

desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Mary Grace Assadoghli, as its agent to accept service or process within the State of Florida.


Incorporator

ACKNOWLEDGMENT

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


Registered Agent

P95000060166

RODEM INTERNATIONAL FLORIDA
(Mailing Address:) 12390 Brighton Bay Trl S
Jacksonville FL 32246
Tel. No. (904) 220-0868
Telefax No. (904) 221-3662

January 29, 1996

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

Attention: **Mr. Steve Harris**

300001690048
-01/16/96--01070--028
*****35.00 *****35.00

Dear Steve:

1000011707381
-01/30/96--01049--011
*****8.75 *****8.75

Enclosed, please find the Article of Amendment to Article of Incorporation of Rodem International Florida, Inc. together with the Special meeting of Shareholder and Director held on December 31, 1995.

Please note that the \$35.00 previously submitted for payment of dissolution will be applied to the Amendment filing as per your faxed message dated January 19, 1996.

In addition, I'm also enclosing here the check # 0414 amounting to \$8.75 representing the payment for certificate of status.

Hoping for the immediate processing of this amendments, for us to be able to submit on due time the copy of the approval of this Amendment to other State department offices like IRS, Agency of Health Care Administration, our Bank, etc... Thank you for your cooperation.

Sincerely yours,

MGA SYSTEMS INTERNATIONAL, INC.

Mary Grace Assadoghli
President

SH 2/2
AUSD
+ NC

96 FEB -1 PM 1:19

SECRET
CONFIDENTIAL

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RODEM INTERNATIONAL FLORIDA, INC.

RECEIVED
11 11 1995

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: NAME CHANGE - The name of this corporation shall hereafter be named **MGA SYSTEMS INTERNATIONAL, INC.**

SECOND: ADDITIONAL NATURE OF BUSINESS - To engage in business management consultancy services for local and international corporations who will be interested in establishing branch offices in the state of Florida by:

- (1) the issuance of applicable permits and licenses
- (2) canvassing for the appropriate location
- (3) providing feasibility studies for their business
- (4) arranging business mortgages and/or loans
- (5) act as coordinator for immigration requirements as needed for company people.

THIRD: The approval of this amendment has been duly adopted by the shareholder of Rodem International Florida, Inc., now MGA SYSTEMS INTERNATIONAL, INC. at its Stockholder and Director Meeting held December 31, 1995, and it is the request of said corporation through its shareholder/director that such amendment take affect on said date.

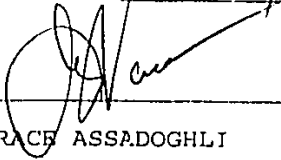
FOURTH: The Resignations and Termination Agreements of the following director/officer were read and accepted by the shareholder:

ADOLFO S. MURALLON
308 ANDREAS STREET
ST. AUGUSTINE, FL 32084
VICE-PRESIDENT

RAINELDA S. MURALLON
308 ANDREAS STREET
ST. AUGUSTINE, FL 32084
SECRETARY/TREASURER

All other provisions named in the Articles of Incorporation shall be in full force and effect.

SIGNED AND DATED this 29th day of January, 19 96.



MARY GRACE ASSADOGLI

SHAREHOLDER/DIRECTOR/PRESIDENT

OFFICE:

9951 Atlantic Blvd., Suite 107

Jacksonville, Florida 32225

(904) 724-0204

SPECIAL MEETING OF SHAREHOLDER AND DIRECTOR OF RODEM
INTERNATIONAL FLORIDA, INC., HELD ON DECEMBER 31, 1995 AT 9951
ATLANTIC BOULEVARD, JACKSONVILLE FLORIDA

A special meeting of the shareholder and director of Rodem International Florida, Inc., was called on December 31, 1995 and held in its offices at 9951 Atlantic Boulevard, Suite 107, Jacksonville, Florida, for the purpose of approving the change of name as herein adopted.

Notice of meeting was hereby waived as MARY GRACE ASSADOGLI is the sole shareholder and remaining director of this corporation.

The sole shareholder and director, MARY GRACE ASSADOGLI, being present and read into the minutes the Articles of Amendment to Articles of Incorporation, a copy attached hereto, changing the name to MGA SYSTEMS INTERNATIONAL, INC. and listing additional business provisions as to the nature of business.

Mary Grace Asradoghli has applied for the amendment through the State Department of Corporations, Tallahassee, Florida, and requests the name change be effective as of December 31, 1995.

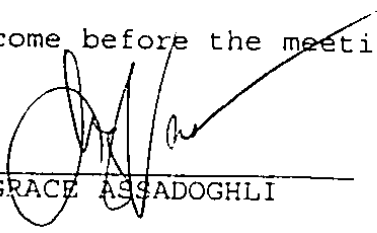
All other provisions of the Articles of Incorporation shall remain as originally filed if not specifically changed in the Articles of Amendment attached hereto.

The director received and accepted the Resignations of the following named former directors/officers:

Adolfo S. Murallon
Rainelda S. Murallon

As the sole stockholder and director of MGA SYSTEMS INTERNATIONAL, INC., Mary Grace Assadoghli shall hereafter be the officer of record to manage the affairs and transact business for said corporation.

There being no further business to come before the meeting, the meeting was adjourned.



MARY GRACE ASSADOGLI