

05/25/95 14:55 FAS-T CORPORATE AGENTS

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5/25/95

FLORIDA DIVISION OF CORPORATIONS  
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DEPARTMENT OF STATE 8405 NW 53RD ST  
STATE OF FLORIDA SUITE C-100  
409 EAST GAINES STREET MIAMI FL 33166- 33401-0000000  
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ  
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NAME: TRANSWORLD INTERNATIONAL BROKERS INC.  
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*[Handwritten signature]*  
5/26

FLORIDA DIVISION OF CORPORATIONS

STATE OF FLORIDA

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FILED  
MAY 25 PM 4:53  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TRANSWORLD INTERNATIONAL BROKERS INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation

**ARTICLE ONE  
NAME**

The name of the corporation is TRANSWORLD INTERNATIONAL BROKERS INC.  
The principal place of business shall be: 1825 Ponce de Leon Blvd. #203 Coral Gables,  
Fl. 33134

**ARTICLE TWO  
DURATION**

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the articles by the secretary of state.

**ARTICLE THREE  
PURPOSE**

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE FOUR  
CAPITAL STOCK**

The aggregate number of shares that the corporation shall have the authority to issue is 100,000 shares of capital stock with a par value of \$.01 per share. ONE HUNDRED THOUSAND (100,000) shares of the capital stock of the corporation shall be issued for cash at a par value of \$.01 per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

Prepared by: Maria del Pilar Aparicio  
1825 Ponce de Leon Blvd. # 203  
Coral Gables, Fl 33134  
(305) 941-9232

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**ARTICLE FIVE**  
**DIVIDENDS**

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**ARTICLE SIX**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata shares (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE SEVEN**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1825 Ponce de Leon Blvd. #203 Coral Gables, Fl. 33134 and the name and address of the initial registered agent of the corporation is Maria Del Pilar Aparicio, 1825 Ponce de Leon Blvd. #203 Coral Gables Fl. 33134.

**ARTICLE EIGHT**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

Maria Del Pilar Aparicio  
1825 Ponce de Leon Blvd  
#203  
Coral Gables, Fl. 33134

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**ARTICLE NINE**  
**INCORPORATES**

The name and address of the person signing these Articles is:

Maria Del Pilar Aparicio  
1825 Ponce de Leon Blvd  
#203  
Coral Gables, Fl. 33134

**ARTICLE TEN**  
**ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent as provided by law.

**ARTICLE ELEVEN**  
**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of Conference telephone as provided by law.

**ARTICLE TWELVE**  
**INDEMNIFICATION**

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

**ARTICLE THIRTEEN**  
**AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 26th day of May, 1995.

Maria Del Pilar Aparicio  
Maria Del Pilar Aparicio

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STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me, the undersigned authority, personally appeared Maria Del Pilar Aparicio, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed said instrument for the purposes there-in expressed.

WITNESS my hand and seal this 26th day of  
May, 1995.

\_\_\_\_\_  
Notary Public

My Commission expires:

Signed and dated this 26th day of May, 1995.

I hereby am familiar with and accept the duties and responsibilities as registered agent  
for Transworld International Brokers Inc.

Maria del Pilar Aparicio  
(President)

Maria Del Pilar Aparicio

Maria del Pilar Aparicio Maria del Pilar Aparicio  
Registered Agent Secretary  
Maria Del Pilar Aparicio Maria Del Pilar Aparicio

BEFORE ME, this day personally appeared: Maria del Pilar Aparicio  
being duly sworn, deposes and says that the statements contained in the foregoing  
amendment are true and correct.

SWORN TO SUBSCRIBED before this \_\_\_\_\_ day of  
\_\_\_\_\_, 1995.

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FILED  
95 MAY 25 PM 4:28  
SECRETARY OF  
STATE  
TALLAHASSEE, FLORIDA