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GARCIA, PEREZ-SIAM & GRUENINGER

Attorneys At Law

265 Sevilla Avenue,
Coral Gables, Florida 33134

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Carlos Garcia, Esq.
Frank Perez-Siam, Esq.
Susana R. Grueninger, Esq.

Lizzette Francisco, Esq.
Florentino L. Gonzalez, Esq.

6/9

August 07, 1995

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32399

800001556658
-08/08/95--01099--001
***285.00 ***285.00

Re: Registration of Miami International Business Limited Company

Dear Sir or Madam:

Enclosed are the following documents for the registration of the
above referenced limited liability company:

- a. Articles of Organization;
- b. Affidavit of Membership and Contributions;
- c. Designation of Registered Agent; and
- d. a check in the amount of \$285.00.

Should you need any further information, please contact the
undersigned.

Sincerely,


Carlos Garcia

CG/np
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6027-
Dmc
8-10-95

ARTICLES OF ORGANIZATION

OF

MIAMI INTERNATIONAL BUSINESS LIMITED COMPANY CORPORATE STATE
TALLAHASSEE, FLORIDA

FILED

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The undersigned two or more persons hereby form a limited liability company and adopt as the Articles of Organization of such limited liability company the following:

I. THE NAME OF THE LIMITED LIABILITY COMPANY

Miami International Business Limited Company

II. THE MAILING ADDRESS AND STREET ADDRESS OF THE
PRINCIPAL OFFICE OF THE LIMITED LIABILITY COMPANY IS

265 Sevilla Avenue, Coral Gables, Florida 33126

III. THE PERIOD OF ITS DURATION

This Limited Liability Company shall have perpetual existence.

IV. THE NAME AND ADDRESS OF THE REGISTERED AGENT IN
FLORIDA

Carlos Garcia, Esq.
GARCIA, PEREZ-SIAM & GRUENINGER
265 Sevilla Avenue
Coral Gables, Florida, 33134

V. MANAGEMENT

The Limited Liability Company is to be managed by the Members and the names and addresses of the managing members are:

1. Sergio Sanchez Fernandes - Rua Arcipreste de Andrade, 142, Sao Paulo, Brazil
2. Vilma Fernandes - Rua Arcipreste de Andrade, 142, Sao Paulo, Brazil
3. Alexandre Fernandes - Rua Arcipreste de Andrade, 142, Sao Paulo, Brazil
4. Fabiola Fernandes - Rua Arcipreste de Andrade, 142, Sao Paulo, Brazil

VI. MEMBERS

The Limited Liability Company shall consist of the following Members, who shall own an undivided interest in the Company as follows:

1. Sergio Sanchez Fernandes - 25%
2. Vilma Fernandes - 25%
3. Alexandre Fernandes - 25%
4. Fabiola Fernandes - 25%

VII. THE RIGHT, IF GIVEN, OF THE MEMBERS TO ADMIT ADDITIONAL MEMBERS, AND THE TERMS AND CONDITIONS OF THE ADMISSION

Additional members may be admitted only at such times and on such terms and conditions as Members may unanimously agree.

VIII. THE RIGHT, IF GIVEN, OF THE REMAINING MEMBERS OF THE LIMITED LIABILITY COMPANY TO CONTINUE THE BUSINESS ON THE DEATH, RETIREMENT, RESIGNATION, EXPULSION, BANKRUPTCY OR DISSOLUTION OF A MEMBER OR OCCURRENCE OF ANY OTHER EVENT WHICH TERMINATES THE CONTINUED MEMBERSHIP OF A MEMBER IN THE LIMITED LIABILITY COMPANY

The remaining members of the Company may continue the business upon the termination of membership of a Member in the Company upon unanimous agreement.

IX. MEETINGS OF MEMBERS

- A. Annual Meeting: The annual meeting of the Members shall be held within the first three months following the company's financial year end on such day and at such hour as the Members may from time to time determine for the purpose of hearing and receiving the annual reports of the managers; electing new managers or ratifying the same managers; examining the financial statements of the company; the report of auditors and any other report and information required by the Act; appointment of auditors; and the determination of their renomination.
- B. Special General Meetings: A special general meeting of the Members may be convened at any time and for any purpose:
 1. by order of the Members upon five (5) days notice

before it has been scheduled;

2. by order of the Members upon written request of at least one or more Members having paid at least twenty five (25%) percent of the capital of the limited liability company; or
 3. without notice when all the Members are present in person or by proxy.
- C. Quorum: Unless otherwise provided by the Act, the Articles of Organization or any other by-law of the limited liability company, the Members personally present at the opening of a meeting and representing personally or by proxy, seventy five (75%) percent of the paid-in capital shall constitute a quorum for the transaction of business at any of the meetings of the Members.
- D. Right to vote: Unless otherwise specified by any By-law of the limited liability company, at each meeting of Members, every Member shall be entitled to vote and each vote shall be weighted in proportion to the member's relative capital account; however, if the capital account of each member is negative or zero, each member shall have one vote.
- E. Proxies: A Member entitled to vote at any meeting of Members may vote either in person or by proxy. Any person, whether or not a Member of the company may be appointed and act by proxy. The instrument appointing a proxy shall be in writing and bear the signature of the appointor or his duly authorized attorney, it must be dated and contain the appointment and the name of the proxy with the revocation, if any, of any prior instrument appointing a proxy. All proxies must be submitted to the secretary three (3) days prior to the date of the meeting.

X. REGISTERS

The Limited Liability Company shall cause a book or books to be kept at its head office, in which shall be recorded:

A. Minute Book:

1. the Articles of Organization of the Limited Liability Company, all the By-Laws and all of the Amendments thereto, together with executed

copies of any powers of attorney pursuant to which any certificate was executed;

2. the minutes of the meetings and resolutions of the Members;
3. the names, surnames and addresses of all persons who are or have been managers of the Limited Liability Company;
4. copies of the limited liability company's federal, state, and local income tax returns and reports, if any, for the 3 most recent years.

B. Membership Certificate:

1. the names and surnames of all persons who are or have been Members of the Limited Liability Company;
2. the capital contribution made by each Member;
3. the details of the issuance and transfer of the interest in the company; and
4. the time at which or events on the happening of which any additional contributions agreed to be made by each member are to be made;
5. any events upon the happening of which the limited liability company is to be dissolved and its affairs wound up; and
6. every Member shall be entitled to receive, without cost, his membership certificate under the seal of the Limited Liability Company, stating the percentage of capital paid into the Limited Liability Company as shown by the register of the Limited Liability Company.

XI. TRANSFERABILITY OF MEMBER'S INTEREST

1. A member's interest in this Limited Liability Company is not assignable in whole or in part, unless a majority of the non-assigning members consent to the assignment.
2. An assignment of a member's interest in this Limited Liability Company does not dissolve the Limited Liability Company or entitle the assignee to become or to exercise any rights or powers of a member.

3. An assignment entitles the assignee to share in the profits and losses of the Limited Liability Company, to receive such distribution or distributions, and to receive such allocation or income, gain loss deduction, or credit or similar item to which the assignor was entitled, to the extent assigned.
4. A member ceases to be a member and ceases to have the power to exercise any rights or powers of a member upon assignment of his entire interest in the Limited Liability Company.

XII. RIGHT OF ASSIGNEE TO BECOME MEMBER

1. An assignee of the Limited Liability Company interest may become a member only if all other members consent.
2. An assignee who has become a member has, to the extent assigned, the rights and powers, and is subject to the restrictions and liabilities, of a member under these Articles of Organization.

XIII. SEAL

The Limited Liability Company shall have a seal which shall contain the name of the Company.

XIV. FISCAL YEAR

The fiscal year of the Limited Liability Company shall end on the 31st day of December of each year and shall begin on the 1st day of January of the following new year.

XV. DISSOLUTION

The Members of the Limited Liability Company may decide, if necessary, to dissolve the company before the end of its term of existence. If such should be the case, they shall resolve in the best interest of the Limited Liability Company of its Members, whom if necessary, shall name the person or persons whom shall prepare balances, accounting statements and all that is necessary to dissolve the Limited Liability Company.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MIAMI INTERNATIONAL BUSINESS LIMITED COMPANY deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is as follows:
 1. Sergio Sanchez Fernandes - \$2,500.00
 2. Vilma Fernandes - \$2,500.00
 3. Alexandre Fernandes - \$2,500.00
 4. Fabiola Fernandes - \$2,500.00
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0.00;
- 4) the total amount of cash or property anticipated to be contributed by members is \$10,000.00. This total includes amounts from 2 and 3 above.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION.

Sergio Sanchez Fernandes
SERGIO SANCHEZ FERNANDES

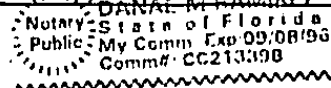
BEFORE ME personally appeared SERGIO SANCHEZ FERNANDES, who to me known to be the persons who executed the foregoing articles of organization.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 9th day of August, 1995.

Danae M. Ramirez
NOTARY PUBLIC - State of Florida

Personally known _____ OR Produced Identification _____

Type of Identification Produced BRAZIL PASSPORT # CG 253843



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

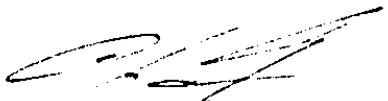
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, ^{SE}FLORIDA STATE
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS ^{THE}FLORIDA
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited liability company is MIAMI
INTERNATIONAL BUSINESS LIMITED COMPANY.
2. The name and address of the registered agent and office is:

Carlos Garcia, Esq.
265 Sevilla Avenue
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of
process for the above stated limited liability company at the place
designated in this certificate, 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.



Carlos Garcia, Esq.

August 1, 1995

Date

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Sworn to (or affirmed) and subscribed before me this
1st day of August, 1995, by Carlos Garcia, Esq.



NOTARY PUBLIC - State of Florida

Personally known X OR Produced Identification _____

Type of Identification Produced _____

Prepared By: Carlos Garcia, Esquire, Florida Bar No. 60492100 Florida
265 Sevilla Avenue, Coral Gables, FL 33134 Exp 08/95
Comm# CC213398

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 MAR -4 PM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company

DOCUMENT #L95000000614

MIAMI INTERNATIONAL BUSINESS LIMITED COMPA
NY
265 SEVILLA AVENUE
CORAL GABLES FL 33126

1a. Principal Place of Business Address

265 SEVILLA AVENUE
CORAL GABLES FL 33126

Qe
3/6

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business

4476 N.W. 74TH AVE.

2a. Mailing Address

265 SEVILLA AVENUE

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

MIAMI, FL

City & State

CORAL GABLES, FL

Zip

33166

Country

USA

Zip

33134

Country

USA

3. Date Organized or Qualified

08/09/1995

3a. State of Formation

FL

4. FCI Number

☒ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ AS PA Additional Fee Required

7. Name and Address of Current Registered Agent

GARCIA, CARLOS
265 SEVILLA AVENUE
CORAL GABLES FL 33134

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

DATE

(Registered Agent Accepting Appointment) (Not to be signed by agent or company)

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGRM FERNANDES, SERGIO S

RUA ARCIPRESTE DE ANDRADE,

SAO PAULO, BRAZIL

MGRM FERNANDES, VILMA

RUA ARCIPRESTE DE ANDRADE,

SAO PAULO, BRAZIL

MGRM FERNANDES, ALEXANDRE

RUA ARCIPRESTE DE ANDRADE,

SAO PAULO, BRAZIL

MGRM FERNANDES, FABIOLA

RUA ARCIPRESTE DE ANDRADE,

SAO PAULO, BRAZIL

300001735143

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: