

TRANSMITTAL LETTER

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

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-04/24/00--01084--006
*****78.75 *****78.75

SUBJECT: CBS-INTERNATIONAL GROUP CORPORATION
(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: CLEUNICE DE CASSIA MARTINS

Name (printed or typed)

2656 Riverside Drive

Address

Coral Spring - Fl. 33065

City, State & Zip

(954) 227-8409

Daytime Telephone number

FILED
00 APR 24 AM 9:15
TALLAHASSEE, FLORIDA

Cleunice Martins GAVE
Article 5
4.26.00
[Signature]

NOTE: Please provide the original and one copy of the articles.

CC
4.26.00

**ARTICLES OF INCORPORATION
OF
CBS-INTERNATIONAL GROUP CORPORATION**

The name of this corporation is: CBS-INTERNATIONAL GROUP CORPORATION

ARTICLE ONE

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of any lawful act or activity for which corporations may be organized under the laws of the State of Florida and accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any and all powers, either as principal, agent or broker, conferred by Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is upon the filing of these Articles of Incorporation and upon acceptance by the Secretary of State.

ARTICLE THREE

This corporation is authorized to issue shares as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: 100 shares.
- C. Par Value: Each share of Common Stock shall have no par value.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real and personal property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non assessable.
- F. Voting Rights: Each holders of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that bay be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all debts and obligations.

00 APR 24 AM 9:15
FILED
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ARTICLE FOUR
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this corporation is 4699 N. Federal Hwy # 109 Pompano Beach, Florida 33064, and the name of the Initial Registered Agent of this corporation at that address is ANGELA SANTOS.

ARTICLE FIVE
INCORPORATOR AND CORPORATE ADDRESS

The sole incorporator of CBS-INTERNATIONAL GROUP CORPORATION is: CLEUNICE DE CASSIA MARTINS, whose address is: 2656 RIVERSIDE DRIVE - CORAL SPRINGS FL 33065 . This is also the principle address of the corporation.

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

This corporation shall have initially one director. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one director. The name(s) of the initial Director(s) of this corporation is (are):

PRESIDENTE/DIRECTOR: CLEUNICE DE CASSIA MARTINS

ARTICLE SEVEN
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

ARTICLE EIGHT
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any 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 NINE
SHAREHOLDER QUORUM AND VOTING

Five-one per cent of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at the meeting of shareholders.

If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE TEN
APPROVAL OF SHARESOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE ELEVEN
DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for meeting of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be act of the Board of Directors.


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

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

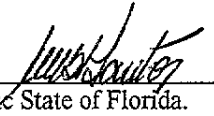
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of April, 2000.



Subscriber: CLEUNICE DE CASSIA MARTINS
Address: 2656 RIVERSIDE DRIVE
CORAL SPRINGS FL 33065

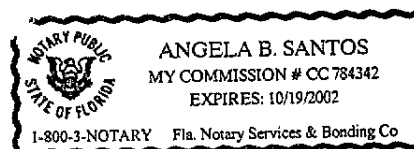
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared CLEUNICE DE CASSIA MARTINS known to me and known by me to be the person who executed the foregoing Articles of Incorporation this 13 day of April 2000.



Notary Public State of Florida.

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

CBS-INTERNATIONAL GROUP CORPORATION

2. The name and address of the registered agent and office is:

ANGELA SANTOS

(Name)

4699 N. Federal Hwy. #109

(P.O. Box NOT acceptable)

Pompano Beach - Fl. 33064

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Signature

Date