

**Process 5651**

**LAZARUS CORPORATE FILING SERVICE**

(Requestor's Name)  
 3320 S.W. 87 AVENUE  
 (Address)  
 MIAMI, FLORIDA (305)552-5973  
 (City, State, Zip) (Phone #)

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 -05/23/00--01061--020  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. E & M INTERNATIONAL BROKERS CORP.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

Walk in   
  Pick up time 2:00   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

FILED  
 00 MAY 23 PM 1:35  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5/23

RECEIVED  
 00 MAY 23 AM 10:34  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF**

**E & M INTERNATIONAL BROKERS CORP.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME:** The name of this corporation is:

**E & M INTERNATIONAL BROKERS CORP.**

**ARTICLE II - PURPOSE:** The purpose for which this corporation is organized is to engage in any and all activities permitted under the Laws of the United States and of the State of Florida.

This Corporation is organized for the purpose of being a subsidiary or filial of "INVERSIONES E & M INTERNACIONAL 1010, C.A.", a Corporation organized and existing under the Laws of the Republic of Venezuela, which corporation will own at least fifty-one percent (51%) of the outstanding stock of the presently created corporation.

**ARTICLE III - CAPITAL STOCK:** This corporation is authorized to issue ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1.00) PAR VALUE each, common stock.

**ARTICLE IV - PREEMPTIVE RIGHTS:** Each shareholder upon the sale for cash of any new common stock, or of any treasury common stock, shall have the right to purchase his pro rata (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to others.

"Pro rata" means, in this article, in the proportion the number of shares already owned by the shareholder bears to the total number already issued by the corporation. In case any shareholder does not make use of this preemptive rights, such rights will accrue to the rest of the shareholders also pro rata.

**ARTICLE V - RIGHT OF FIRST REFUSAL:** In the event a shareholder received a bona fide offer acceptable to him for the purchase of all or a portion of his shares (or any

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rights or interests therein), such shareholder (hereinafter referred to as the OFFERING SHAREHOLDER) shall give written notice of such offer to the Secretary of the corporation and to all other shareholders by registered mail at the addresses listed in the corporation's book. The notice to the corporation shall be sent to the corporate officers.

The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the price, the price per share, and all other terms and conditions of the proposed transfer. Any other stockholder of the corporation will have 15 days to signify his or her intention to buy and his or her tender of the price, to the stockholder intending to sell, and will also notify the corporation, in writing, of his or her intention of exercising the rights granted by this article. If more than one stockholder intends to exercise the right to purchase, then, in that event, each one will have the right to purchase pro rata; "pro rata" meaning, in this article, in a proportion where the numerator is the number of shares already owned by the shareholder exercising the right and where the denominator is the sum of all the shares already owned by all shareholders timely expressing their intent to exercise the right to purchase.

In case any shareholder showing any intent to exercise his right, and the number of whose shares of stock has been employed in the above computation, would later desist to purchase, the rights of such shareholder shall accrue, pro rata, as defined above, to the stockholders having timely expressed their intention to purchase.

Similar rights of purchase or option to purchase will accrue to the rest of the shareholders in the case anyone of such shareholders become bankrupt, file for voluntary bankruptcy or someone files to have him declared bankrupt, or makes an assignment in favor of creditor.

The purchase price per share of stock in these cases will be determined by evaluation to be made about the middle of the fiscal year of the corporation by an outside, independent appraiser, who will determine, as exactly as possible, the value of such shares, using approved accounting methods. All certificates of shares of this corporation will carry a rubber stamp reading: "These shares are subject to the provisions of Article V of the Articles of Incorporation on regard to prior offer to other stockholders."

Any attempt sale in violation on the provision of this Article is null and void.

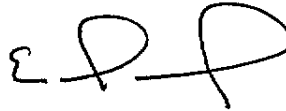


and the Registered Agent of this corporation is:

Andres Guillermo Marcano

at the same address.

IN WITNESS WHEREOF the undersigned incorporator(s) have executed these Articles of Incorporation this 22nd day of the month of May, A.D., 2000.



Edmundo Jose Marcano Vera, President

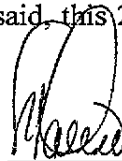
STATE OF FLORIDA

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COUNTY OF MIAMI-DADE

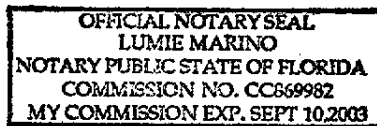
BEFORE ME, the undersigned authority, personally appeared Edmundo Jose Marcano Vera (Venezuelan Passport No.: 133121/Expires: 10-19-04) known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation and he/she/they acknowledge before me that he/she/they executed the same for the purpose therein expressed. IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of the month of May, A.D. 2000.

My commission expires:



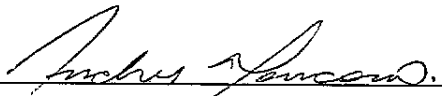
LUMIE MARINO

Notary Public, State of Florida at Large



HAVING BEEN NAMED to accept service of process for the above stated corporation E & M INTERNATIONAL BROKERS CORP. at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Miami, Florida, this 22nd day of the month of May, A.D. 2000.

  
\_\_\_\_\_  
Andres Guillermo Marciano  
Registered Agent

FILED  
00 MAY 23 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA