

**PO 000062786**

**LAZARUS CORPORATE FILING SERVICE**

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

800004438848--8

OFFICE USE ONLY

-06/25/01--01061--009

\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

1. BANHAM INTERNATIONAL CORP.  
 (Corporation Name) (Document #)

2. \_\_\_\_\_  
 (Corporation Name) (Document #)

3. \_\_\_\_\_  
 (Corporation Name) (Document #)

4. \_\_\_\_\_  
 (Corporation Name) (Document #)

01 JUN 25 PM 12:02  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

**FILED**

RECEIVED  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS

JUN 25 10:39 AM '01

WALK IN  
 MAIL OUT  
 KNOWLEDGE  
 AGENCY OF FILING

Walk in  Pick up time 2:00

Mail out  Will wait

Photocopy

Certified Copy

Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit SU
<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

*6/26*

Examiner's Initials

# **ARTICLES OF INCORPORATION**

## ***BANHAM INTERNATIONAL CORP.***

### **ARTICLE I**

The name of this corporation shall be:  
**BANHAM INTERNATIONAL CORP.**

With the principal place of business located at:  
798 Grandon Blvd. Suite #28  
Miami, FL 33149

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### **ARTICLE II**

#### **GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida..

### **ARTICLE III**

#### **CAPITAL STOCK**

This Corporation is authorized to issue 1.000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.

### **ARTICLE IV**

#### **PREEMPTIVE RIGHTS**

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

**ARTICLE V  
INITIAL REGISTERED OFFICE**

The street address of the registered office of this Corporation is:  
798 Grandon Blvd. Suite # 28  
Miami, Fl 33149

The Name of the initial REGISTERED AGENT of this Corporation is:  
**T & D WINNERS CORP.**

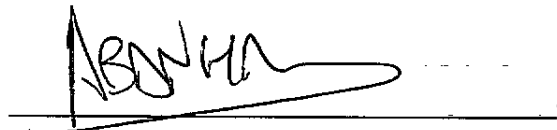
**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have 2(two) Directors initially, the number of Directors may be either increased or diminished from time to time according to the bylaws, but shall never be less than one(1). The initial Directors of this Corporation are:

President -	<b>JOSE GABRIEL BANHAM</b>
Vice - President -	<b>AGUSTIN GABRIEL BANHAM VERGEZ</b>
Secretary -	<b>ALEJANDRA MARIA CARRANZA</b>

**ARTICLE VII  
INCORPORATOR**

The name and address of the person signing this article is:



**Agustin Gabriel Banham Vergez  
455 Woodcrast Road  
Key Biscayne, Fl 33149**

**ARTICLE VIII  
INDEMNIFICATION**

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

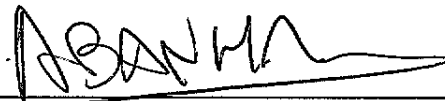
**ARTICLE IX  
MANAGEMENT OF CORPORATION**

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the President and the shareholders of this Corporation.

**ARTICLE X  
BY LAWS**

The power to adapt, alter, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporators has executed these Articles of Incorporation this 11<sup>th</sup> of June of 2001.



**Agustin Gabriel Banham Vergez**  
455 Woodcrast Road  
Key Biscayne, Fl 33149

CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

**BANHAM INTERNATIONAL CORP.**  
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,  
WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE,  
STATE OF FLORIDA HAS APPOINTED:

**T & D WINNERS CORP.**  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:  
**BANHAM INTERNATIONAL CORP.**

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE  
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE  
CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO  
COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 11<sup>TH</sup> Day of June, 2001

Registered Agent

  
TANIA CASCAIS  
T & D WINNERS CORP.

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