

P02000011327

BROOKS C. MILLER P.A.

ATTORNEYS WITH A GLOBAL PERSPECTIVE  
1350 FIRST UNION FINANCIAL CENTER  
100 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

BROOKS C. MILLER  
EMAIL: [BMILLER@BROOKSMILLER.COM](mailto:BMILLER@BROOKSMILLER.COM)

TELEPHONE: 305.372.0900  
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September 25, 2002.

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

Re: Global Enterprises and Financial Projects, Inc.

Document No.: P02000011327

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-09/30/02--01048--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To Whom It May Concern:

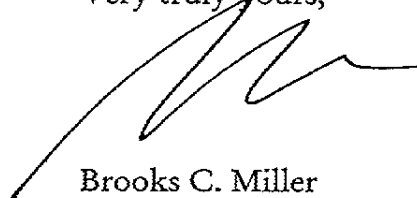
Enclosed herewith for filing are the following documents pertaining to the above-referenced corporation:

1. Original Amended and Restated Articles of Incorporation;
2. Copy of Amended and Restated Articles of Incorporation; and
3. Our check #003622 in the amount of \$35.00 covering the filing fee for the Amended and Restated Articles of Incorporation in the above-referenced corporation.

FILED  
02 NOV -5 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Should you have any questions regarding this matter, please feel free to contact our office.

Very truly yours,



Brooks C. Miller

Enclosures

P02000011327  
11/5-02  
11/5-02  
CCL



COPY

FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 3, 2002

BROOKS C. MILLER, P.A.  
1690 FIRST UNION FINANCIAL CENTER  
200 SOUTH BISCAYNE BLVD.  
MIAMI, FL 33131

SUBJECT: GLOBAL ENTERPRISES AND FINANCIAL PROJECTS, INC.  
Ref. Number: P02000011327

We have received your document for GLOBAL ENTERPRISES AND FINANCIAL PROJECTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 102A00055693

BROOKS C. MILLER, P.A.  
ATTORNEYS WITH A GLOBAL PERSPECTIVE™  
1690 FIRST UNION FINANCIAL CENTER  
200 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-2311

BROOKS C. MILLER  
E-MAIL: [BMILLER@BROOKSMILLER.COM](mailto:BMILLER@BROOKSMILLER.COM)

TEL: (305) 372-0900  
FAX: (305) 372-0660

November 4, 2002

VIA FEDEX

Ms. Carol Mustain  
Document Specialist  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Global Enterprises and Financial Projects, Inc.  
Ref. No. P02000011327

Dear Ms. Mustain:

In response to your letter dated October 3, 2002, and in accordance with our telephone conversation, please find:

1. A certificate from the President of the corporation that the attached amended articles of incorporation were approved by the Board of Directors and that the amendments do not require shareholder approval.
2. An original and one copy of the amended articles.

Please let me know if you have any other questions or problems. Thank you very much for your assistance.

Very truly yours,

  
Brooks C. Miller

cc: Global Enterprises and Financial Projects, Inc.

**Amended and Restated Articles Of Incorporation  
of Global Enterprises And Financial Projects, Inc.**

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Amended and Restated Articles Of Incorporation for such Corporation:

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles Of Incorporation.

**Article I  
Name**

The name of the Corporation is Global Enterprises And Financial Projects, Inc.

**Article II  
Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

**Article III  
Stock**

**Section A. Authorized Common Voting Shares.** The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of \$1.00 par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. **Liquidation.** Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

FILED  
02 NOV -5 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Section B. Authorized Non-Cumulative Preferred Non-Voting Shares. The aggregate number of non-cumulative preferred non-voting shares which the Corporation is authorized to issue is 1,000 shares of \$1.00 par value stock.

1. Dividends. The holders of non-cumulative preferred non-voting shares shall be entitled to receive out of any funds of this Corporation at the time legally available for the declaration of dividends, dividends at the rate of 10% per annum of the par value thereof, and no more, payable in cash quarterly, or at such intervals as the Board of Directors may from time to time determine, when and as declared by the Board of Directors. Such dividends shall not be cumulative and the holders of non-cumulative preferred non-voting shares shall have no right to such dividend even though the Corporation has funds legally available for the payment of dividends unless the same shall have been declared by the Board of Directors, but such dividends shall be paid or declared and set apart for payment in any year before dividends for such year are declared and paid on the common shares.

2. Liquidation. In the event of the voluntary liquidation, dissolution, or winding up of this Corporation, the holders of non-cumulative preferred non-voting shares shall be entitled to receive out of the assets of this Corporation, whether such assets are capital or surplus of any nature, an amount equal to the par value of such non-cumulative preferred non-voting shares, and, in addition to such amount, a further amount equal to the dividends thereon declared and unpaid to the date of such distribution, and no more, before any payment shall be made or any assets distributed to the holders of common shares.

In the event of any involuntary liquidation, dissolution, or winding up of this Corporation, the holders of the non-cumulative preferred non-voting shares shall be entitled to receive, out of the assets of the Corporation, whether such assets are capital or surplus of any nature, an amount equal to the par value of such non-cumulative preferred non-voting shares and a further amount equal to the dividends thereon declared and unpaid to the date of such distribution, and no more, before any payment shall be made or any assets distributed to the holders of common shares.

If upon such liquidation, dissolution, or winding up whether voluntary or involuntary, the assets thus distributed among the holders of the non-cumulative preferred non-voting shares shall be insufficient to permit the payment of such Shareholders of the whole preferential amount, then the entire assets of this Corporation to be distributed shall be distributed ratably among the holders of the non-cumulative preferred non-voting shares.

A consolidation or merger of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up, within the meaning of this section.

3. Redemption. Upon the consent and approval of the holders of a majority of the Corporation's shares of voting common stock, and upon the affirmative vote of the Board of Directors, this Corporation may redeem the whole or from time to time may redeem any part of the non-cumulative preferred non-voting shares on any dividend date by paying in cash therefor

\$1,000 per share and, in addition to the aforementioned amount, an amount in cash equal to all dividends thereon declared but unpaid to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. In case of the redemption of a part only of the outstanding non-cumulative preferred non-voting shares, the Board of Directors may determine the shares to be redeemed, or may effect such redemption pro rata. A partial redemption of non-cumulative preferred non-voting shares shall not be effected until all dividends declared upon all non-cumulative preferred non-voting shares outstanding shall have been paid. At least 60 days previous notice by mail, postage prepaid, shall be given to the holders of record of the non-cumulative preferred non-voting shares to be redeemed, such notice to be addressed to each such Shareholder at his or her post office address as shown by the records of this Corporation. On or after the date fixed for redemption and stated in such notice, each holder of non-cumulative preferred non-voting shares called for redemption shall surrender his or her certificate evidencing such shares to this Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds necessary for the redemption shall be available therefor, then notwithstanding that the certificates evidencing any non-cumulative preferred non-voting shares to called for redemption shall not have been surrendered, no dividend shall be payable on such shares after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith after such date cease and determine, except only the right of the holders to receive the redemption price thereof without interest upon surrender of their certificates therefor.

4. Voting Rights. Except as in this paragraph otherwise provided, the entire voting power of the Corporation shall be vested in the common voting Shareholders. In the event that three consecutive quarterly dividends payable on the preferred shares are in default, then immediately upon the happening of such event, and until such defaulted dividends and all dividends subsequently defaulted are paid, the holders of preferred shares shall become entitled to one vote for each shares of such preferred shares held by them, at any meeting of the Corporation or its Shareholders, upon all matters coming before such meeting, along with the holders of common shares, and the holders of the preferred shares shall be entitled to receive notice of any such meeting in the same manner as the holders of the common shares. Upon payment in full of the defaulted dividends, the voting power and rights to notice of Shareholders' meetings shall again be vested exclusively in the common Shareholders.

Section C. Pre-emptive Rights of Shareholders. The Corporation elects to have pre-emptive rights applicable to its shares in the manner and to the extent set forth below. The Shareholders of the Corporation shall have the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Corporation's Board of Directors to issue them and shall be provided a fair and reasonable opportunity to exercise such right on uniform terms and conditions prescribed by the Board of Directors. Such pre-emptive right may be waived by a Shareholder and written evidence of such waiver

shall be irrevocable notwithstanding the fact that it is unsupported by consideration. Any shares which are subject to the pre-emptive rights set forth herein that are not acquired by Shareholders may be issued to any person for a period of two months after being offered to Shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of pre-emptive rights. The Corporation's offer of such shares at a lower consideration or after the expiration of said two-month period is subject to the pre-emptive rights described herein.

**Section D. First Lien.** The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

**Section E. Transfer of Shares of Indebted Shareholder.** If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

#### **Article IV Principal Office**

The address of the principal office of the Corporation is 11716 SW 91 Terrace, Miami, Florida 33186.

#### **Article V Agent For Service Of Process**

The name and address of the new Agent for Service of Process is:

Brooks Miller  
200 S. Biscayne Blvd. Suite 1690  
Miami, Florida 33131

#### **Article VI Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

#### **Article VII Directors**

The number of Directors constituting the Board of Directors is four. The names and addresses of the persons, who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify, are:

##### **Name and Address**

Carlos Rancaño  
5773 NW 116th Avenue Unit 5  
Miami, Florida 33178

Eric Reardon  
15964 SW 151 Terr  
Miami, Florida 33196

Janet Cicciarelli  
11716 SW 91 Terr  
Miami, Florida 33186

Vidal Lissarrague  
4001 NW 97<sup>th</sup> Avenue Suite 201  
Miami, Florida 33178

After the Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles Of Incorporation and Bylaws of the Corporation.

#### **Article VIII** **Officers**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Carlos Rancaño 5773 NW 116th Avenue Unit 5 Miami, Florida 33178
Vice President	Eric Reardon 15964 SW 151 Terr Miami, Florida 33196
Secretary	Janet Cicciarelli 11716 SW 91 Terr Miami, Florida 33186
Treasurer	Vidal Lissarrague 4001 NW 97th Avenue Suite 201 Miami, Florida 33178



**Article IX**  
**Corporate Seal**

This Corporation shall have a corporate seal.

**Article X**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President and shall be countersigned or attested by a Vice President, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by the President or the Secretary.

**Article XI**  
**Non-Liability Of Directors**

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

**Article XII**  
**Indemnification Of Directors**

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating to his or her conduct as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any

other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XIII**  
**Indemnification Of Officer-Directors**

This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XIV**  
**Amendment Of Articles Of Incorporation**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

**Acceptance**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Brooks C. Miller

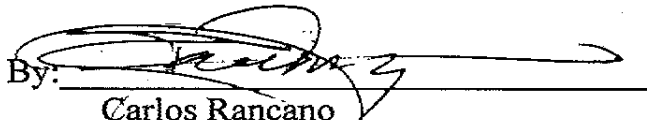
*Nov. 4, 2002*

**Certificate of President**

This will hereby certify that the accompanying Amended Articles of Incorporation for GLOBAL ENTERPRISES AND FINANCIAL PROJECTS, INC. have been adopted by the Board of Directors and that they do not contain any amendment that requires shareholder approval.

Executed this 4<sup>th</sup> day of November, 2002.

GLOBAL ENTERPRISES AND FINANCIAL PROJECTS, INC.

By:   
\_\_\_\_\_  
Carlos Rancano  
President Director