

P04000159707

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

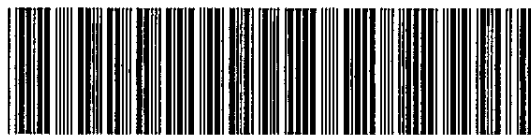
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300042587343

0075, 00-01045-007 \*\*157.60

FILED  
2004 NOV 23 A 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/24/✓

**FLORIDA FILING & SEARCH SERVICES, INC.**  
**P.O. BOX 10662 TALLAHASSEE, FL 32302**  
**1333 NORTH DUVAL STREET, TALLAHASSEE, FL 32303**  
**PHONE: (800) 435-9371 FAX: (866) 860-8395**

---

DATE: 11-23-04

NAME: SALSO HOLDINGS, LTD

TYPE OF FILING: DOMESTICATION

COST: \$137.50

*ck Attached*

RETURN: CERT. COPY/ GOOD STANDING

---

~~ACCOUNT: FCA000000015~~

~~AUTHORIZATION: ABBIE/PAUL HODGE~~

## CERTIFICATE OF DOMESTICATION

The undersigned, Susanna Malvisi, Director  
(Name) (Title)  
of Salso Holdings, Ltd. a foreign corporation,  
(Corporation Name)  
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was March 10, 2000.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was British Virgin Islands.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Salso Holdings, Ltd.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Salso Holdings, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was British Virgin Islands
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Susanna Malvisi, of Salso Holdings, Ltd.  
and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 19th day of November, 2004.

Rebecca L Anderson, as attorney in fact  
(Authorized Signature)

<b>Filing Fee:</b>	
Certificate of Domestication	<b>\$50.00</b>
Articles of Incorporation and Certified Copy	<b>\$78.75</b>
Total to domesticate and file	<b>\$128.75</b>

FILED  
2004 NOV 23 A 11:36  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
IN COMPLIANCE WITH CHAPTER 607, F.S.

**ARTICLE I NAME**

THE NAME OF THE CORPORATION SHALL BE:  
Salso Holdings, Inc.

**ARTICLE II PRINCIPAL OFFICE**

THE PRINCIPAL PLACE OF BUSINESS/ MAILING ADDRESS IS:  
155 Ocean Lane Drive Apt. 1001  
Key Biscayne, FL 33149

**ARTICLE III PURPOSE**

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:  
To conduct business permitted under applicable law.

**ARTICLE IV SHARES**

THE NUMBER OF SHARES OF STOCK IS:  
2,000 Shares at \$.01 Par Value

**ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS**

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:  
Susanna Malvisi Servalli- Director  
Gloria Norma Malvisi- Director

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

THE NAME AND FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:  
Lizabeth F. Calvo, P.A.  
328 Crandon Boulevard Suite 226  
Key Biscayne, FL 33149

**ARTICLE VII INCORPORATOR**

THE NAME AND ADDRESS OF THE INCORPORATOR IS:  
Corporate Creations International, Inc.  
941 Fourth Street  
Miami Beach, FL 33139

\*\*\*\*\*  
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 AM FAMILIAR WITH AND  
ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Lizabeth F. Calvo, P.A.  
Rebecca J. Anderson, attorney-in-fact  
Signature/Registered Agent

November 19, 2004  
Date

Rebecca J. Anderson  
Signature/Incorporator

November 19, 2004  
Date

FILED  
2004 NOV 23 A 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I.B.C. No. 374697**

**TERRITORY OF THE BRITISH VIRGIN ISLANDS**  
**The International Business Companies Act**  
**(Cap. 291)**

**Memorandum of Association**

**and**

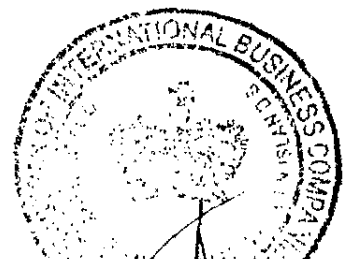
**Articles of Association**

**of**

**SALSO HOLDINGS LTD.**

**Incorporated the 10th day of March, 2000**

**Management Group Limited**  
**Road Town, Tortola**  
**British Virgin Islands**



13. The Company shall by resolution of the directors have the power to amend or modify any of the conditions contained in this Memorandum of Association.

The undersigned Subscriber, for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands, hereby subscribes its name to this Memorandum of Association.


---

Name, Address and Description of Subscriber

---


Dian Smith  
Commonwealth Trust Limited  
P.O. Box 3321  
Road Town, Tortola  
British Virgin Islands

Trust Company

  
\_\_\_\_\_  
For and on behalf of, Commonwealth Trust Limited,  
Registered Agent

Dated this 10th day of March, 2000.

Witness to the above signature:

  
Antonio Quammie  
P.O. Box 3321  
Road Town, Tortola  
British Virgin Islands



**TERRITORY OF THE BRITISH VIRGIN ISLANDS  
THE INTERNATIONAL BUSINESS COMPANIES ACT  
( Cap. 291 )**

**ARTICLES OF ASSOCIATION**

**OF**

**SALSO HOLDINGS LTD.**

PRELIMINARY

1. References in these Articles to the Ordinance shall mean The International Business Companies Act, 1984, as amended. The following Articles shall constitute the Articles of the Company. In these Articles, words and expressions defined in the Ordinance shall have the same meaning and, unless otherwise required by the context, the singular shall include the plural and vice versa, the masculine shall include the feminine and neuter, and references to persons shall include corporations and all legal entities capable of having a legal existence.

SHARE CERTIFICATES

2. Every person whose name is entered as a member in the share register being the holder of registered shares, and every person who subscribes for shares issued to bearer, shall without payment be entitled to a certificate signed by two directors or by two officers or by one director and one officer of the Company or under the common seal of the Company with or without the signature of any director or officer of the Company specifying the share or shares held and the par value thereof, provided that in respect of a registered share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
3. In the case of bearer shares, each certificate for shares issued to bearer shall carry an identifying number, and the Company shall maintain a register of the name and address of an agent or attorney which may be given to the Company by the bearer, identified for this purpose by such identifying number, for service of any notice, information or written statement required to be given to members.
4. If a certificate is worn out or lost, it may be renewed on production of the worn out certificate, or on satisfactory proof of its loss, together with such indemnity as the directors may reasonably require. Any member receiving a share certificate shall indemnify and hold the Company and its officers harmless from any loss or liability which it or they may incur by reason of wrongful or fraudulent use or representation made by any person by virtue of the possession of such certificate.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. Subject to the provisions of these Articles, the unissued and treasury shares of the Company shall be at the disposal of the directors who may, without limiting or affecting any rights previously conferred on the

15. Upon receipt of notification of any change of name and address of any agent or attorney given to the Company for the purpose of service of any notice, information or written statement required to be given to members, identified by reference to the number of the certificate to bearer, the directors shall forthwith amend the register maintained for this purpose.

#### TRANSMISSION OF SHARES

16. The legal personal representatives, guardian, or trustee, as the case may be, of a deceased, incompetent or bankrupt sole holder of a registered share shall be the only persons recognised by the Company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivor or survivors, and the legal personal representatives, guardian or trustee as the case may be, of the deceased, incompetent or bankrupt, shall be the only persons recognized by the Company as having any title to the share but they shall not be entitled to exercise any rights as a member of the Company until they have proceeded as set forth in the following two Articles.
17. Any person becoming entitled by operation of law or otherwise to a share or shares in consequence of the death, incompetence or bankruptcy of any member may be registered as a member upon such evidence being produced as may reasonably be required by the directors. An application by any such person to be registered as a member for all purposes shall be deemed to be a transfer of shares of the deceased, incompetent or bankrupt member and the directors shall treat it as such.
18. Any person who has become entitled to a share or shares in consequence of the death, incompetence or bankruptcy of any member may, instead of being registered himself, request in writing that some person to be named by him be registered as a transferee of such share or shares and such request shall likewise be treated as if it were a transfer.

#### ACQUISITION OF OWN SHARES

19. Subject to the provisions of the Ordinance in this regard, the directors may, on behalf of the Company, purchase, redeem or otherwise acquire any of the Company's own shares for such consideration as they consider fit, and either cancel or hold such shares as treasury shares. Shares may be purchased or otherwise acquired in exchange for newly issued shares in the Company.

#### FORFEITURE OF SHARES

20. Subject to the provisions of the Ordinance in this regard, the directors may, on behalf of the Company, at any time forfeit and cancel any shares for which payment has not been made in full pursuant to a promissory note or other written binding obligation for payment of a debt, provided that written notice specifying a date for payment to be made is served on the member who defaults in making payment pursuant to the promissory note or other written binding obligation to pay a debt, naming a further date not earlier than fourteen (14) days from the date of service of the notice, on or before which the payment required by the notice is to be made, and containing a statement that in the event of non-payment at or before the time named in the notice, the shares, or any of them, in respect of which the payment has not been made will be liable to forfeiture, and provided that the requirements of the notice have not been complied with.



28. The inadvertent failure of the directors to give notice of a meeting to a member or to the agent or attorney of record of the holder of bearer shares as the case may be, or the fact that a member or such agent or attorney has not received the notice, does not invalidate the meeting.

#### PROCEEDINGS AT MEETINGS OF MEMBERS

29. No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall consist of the holder or holders present in person or by proxy of not less than one-third of the shares of each class or series of shares entitled to vote as a class or series thereon and the same proportion of the votes of the remaining shares entitled to vote thereon.
30. If within an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.
31. At every meeting the members present shall choose some one of their number to be the Chairman. If the members are unable to choose a Chairman for any reason, then the person representing the greatest number of voting shares present at the meeting shall preside as Chairman, failing which the oldest individual person shall take the chair.
32. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
33. At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands by simple majority unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairman; or
  - (b) an by member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
34. Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
35. If a poll is duly demanded, it shall be taken in such a manner as the Chairman dictates, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
36. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

#### VOTES OF MEMBERS

37. At any meeting of members, whether on a show of hands or on a poll, every holder of a voting share present in person or by proxy shall have one vote for every voting share of which he is the holder.

47. The first director or directors shall be elected by the subscriber(s) to the Memorandum. Thereafter, the directors shall be elected by the members or directors for such term as the members or directors may determine and may be removed by the members or directors.
48. Each director holds office until his successor takes office or until his earlier death, resignation or removal.
49. A vacancy in the board of directors may be filled by a resolution of members or of a majority of the remaining directors.
50. A director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any meeting of the members and at any separate meeting of the holders of any class of shares in the Company.
51. A director, by writing under his hand deposited at the Registered Office of the Company, may from time to time appoint another director or any other person to be his alternate. Every such alternate shall be entitled to be given notice of meetings of the directors and to attend and vote as a director at any such meeting at which the director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the director appointing him. Every such alternate shall be deemed to be an officer of the Company and shall not be deemed to be an agent of the director appointing him. If undue delay or difficulty would be occasioned by giving notice to a director of a resolution of which his approval is sought in accordance with Article 76, his alternate (if any) shall be entitled to signify approval of the same on behalf of that director. The remuneration of an alternate shall be payable out of the remuneration payable to the director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between such alternate and the director appointing him. A director, by writing under his hand deposited at the Registered Office of the Company, may at any time revoke the appointment of an alternate appointed by him. If a director shall die or cease to hold the office of director, the appointment of his alternate shall thereupon cease and terminate.
52. The directors may, by resolution, fix the emoluments of directors in respect of services rendered or to be rendered in any capacity to the Company. The directors may also be paid such travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors, or any committee of the directors or meetings of the members, or in connection with the business of the Company as shall be approved by resolution of the directors.
53. Any director who, by request, goes or resides abroad for any purposes of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a director, may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as shall be approved by resolution of the directors.
54. The Company may pay to a director who at the request of the Company holds any office (including a directorship) in, or renders services to any company in which the Company may be interested, such remuneration (whether by way of salary, commission, participation in profits or otherwise) in respect of such office or services as shall be approved by resolution of the directors.
55. The office of director shall be vacated if the director:
- (a) is removed from office by a resolution of members or by a resolution of directors, or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or

President, the Secretary to maintain the registers, minute books and records (other than financial records) of the Company and to ensure compliance with all procedural requirements imposed on the Company by applicable law, and the Treasurer to be responsible for the financial affairs of the Company.

58. Any person may hold more than one office and no officer need be a director or member of the Company. The officers shall remain in office until removed from office by the directors whether or not a successor is appointed.
59. Any officer who is a body corporate may appoint any person its duly authorised representative for the purpose of representing it and of transacting any of the business of the officers.

#### POWER OF DIRECTORS

60. The business of the Company shall be managed by the directors, who may pay all expenses incurred preliminary to and in connection with the formation and registration of the Company and may exercise all such powers of the Company as are not by the Ordinance or by these Articles required to be exercised by the members, subject to any delegation of such powers as may be prescribed by resolution of the members; but no requirement made by resolution of the members shall prevail if it be inconsistent with these Articles nor shall such requirement invalidate any prior act of the directors which would have been valid if such requirement had not been made.
61. The Board may entrust to and confer upon any director or officer any of the powers exercisable by it, upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
62. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
63. Any director who is a body corporate may appoint any person as its duly authorized representative for the purpose of representing it at Board Meetings and of transacting any of the business of the directors.
64. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
65. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

## INDEMNITY

77. Subject to the provisions of the Ordinance and of any other statute for the time being in force, every director or officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no director or officer shall be liable for any loss, damage or misfortune which may happen to, or be incurred by the Company in the execution of the duties of his office, or in relation thereto.

## SEAL

78. The directors shall provide for the safe custody of the common seal of the Company. The common seal when affixed to any instrument, except as provided in Article 2, shall be witnessed by a director or any other person so authorised from time to time by the directors. The directors may provide for a facsimile of the common seal and approve the signature of any director or authorised person which may be reproduced by printing or other means on any instrument and it shall have the same force and validity as if the seal had been affixed to such instrument and the same had been signed as hereinbefore described.

## DIVIDENDS AND RESERVES

79. The directors may by resolution declare a dividend but no dividend shall be declared and paid except out of surplus and unless the directors determine that immediately after the payment of the dividend:
- (a) the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business; and
  - (b) the realisable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in the books of account, and its capital.
80. Dividends when and if declared may be paid to one class of holder to the exclusion of the holders of other classes, or in unequal amounts to holders of the various classes of shares.
81. Dividends may be declared and paid in money, shares or other property.
82. In computing the surplus for the purpose of resolving to declare and pay a dividend, the directors may include in their computation the net unrealised appreciation of the assets of the Company.
83. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the surplus of the Company.
84. Subject to the rights of holders of shares entitled to special rights as to dividends, all dividends shall be declared and paid according to the par value of the shares in issue, excluding those shares which are held by the Company as treasury shares at the date of declaration of the dividend.
85. The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for meeting contingencies, or for any other purpose to which the profits of the Company may

96. Every auditor of the Company shall have a right of access at all times to the books of account and vouchers of the Company, and shall be entitled to require from the officers of the Company such information and explanations as he thinks necessary for the performance of his duties.
97. The report of the auditor shall be annexed to the accounts upon which he reports, and the auditor shall be entitled to receive notice of, and to attend, any meeting at which the Company's audited profit and loss account and balance sheet is to be presented.

#### NOTICES

98. Any notice, information or written statement required to be given to members shall be served:
- (a) in the case of members holding registered shares, by mail (airmail service if available) addressed to each member at the address shown in the share register; and
  - (b) in the case of members holding shares issued to bearer:
    - (i) by mail (airmail service if available) addressed to the agent or attorney whose name and address has been given for service of notice by the bearer of the share (identified for this purpose by the number of the share certificate); or
    - (ii) in the absence of an address for service being given, or if the notice, information or written statement cannot be served for any other reason, by publishing the notice, information or written statement in one or more newspapers published or circulated in the British Virgin Islands and in a newspaper in the place where the Company has its principal office.
99. All notices directed to be given to the members shall, with respect to any registered shares to which persons are jointly entitled, be given to whichever of such persons is named first in the share register, and notice so given shall be sufficient notice to all holders of such share.
100. Any notice, if served by post, shall be deemed to have been served within ten days of posting, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

#### PENSION AND SUPERANNUATION FUNDS

101. The directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any other company as aforesaid, or who hold or held any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and to the spouses, surviving spouses, families and dependents of any such person, and may make payments for or toward the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as such employment or office shall be entitled to participate in, and may retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

The undersigned Subscriber, for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands, hereby subscribes its name to these Articles of Association.

---

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

---

Dian Smith  
Commonwealth Trust Limited  
P.O. Box 3321  
Road Town, Tortola  
British Virgin Islands


Trust Company



For, and on behalf of, Commonwealth Trust Limited,  
Registered Agent

Dated this 10th day of March, 2000

Witness to the above signature:



Antonio Quammie  
P.O. Box 3321  
Road Town, Tortola  
British Virgin Islands