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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RC COM USA CORP**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted:

ARTICLE I - NAME

The name of the Corporation shall be:

RC COM USA CORP

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation is:

To carry on and engaged in services and activities associated with decisions making in the public and private sector.

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To carry on and engaged in the business of telecommunication service, phone services, internet services, phone cards.

To carry on and engaged in any other lawful business, to purchase, or otherwise acquire, financing, consulting, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description.

To carry on and engage in the business of developing, manufacturing, distributing, exporting, marketing and selling all type of products, domestically and abroad.

To carry on and engage in the business of acquiring, leasing, purchasing, developing, managing and selling and/or construction, remodeling, buy/sell, import of durable and non-durable goods machinery, real estates, including and all act necessary and/or related thereto. Metal fabrications, metal designs, stones designs, construction, remodeling, buy/sell, import and/or export of durable and non-durable goods, machinery, real estate, marble, tiles including any and all acts necessary and/or related thereto.

To carry on and engage in the business of maintenance and consulting services for buildings, structures, residences, offices and properties including the management of entities and personnel providing such services, together with any al acts necessary and/or related to the operation of said business.

This company may buy shares of stock and/or corporate assets of any foreign and/or national companies throughout the world, and all types of investments in any business activity.

To conduct said business in, have one or more offices in, and buy, hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and executed such mortgages and transfers of corporate indebtedness as required.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation, and wile owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock

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To carry on and engage in any business or activity which may be authorized and permitted by virtue of laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit: 1,000,000.- (ONE MILLION) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

21050 N.E. 38 Ave. , Apt. 306
Aventura, Florida 33180

ARTICLE VII - MAILING ADDRESS

The mailing address of the Corporation shall be:

21050 N.E. 38 Ave. , Apt. 306
Aventura, Florida 33180

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ARTICLE VIII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Salomon Chaillo, and the Registered Office shall be located at 21050 N.E. 38 Ave. , Apt. 306 , Aventura, Florida 33180 or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

ARTICLE IX - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

NAME	OFFICER	ADDRESS
SALOMON CHAILLO	President / Director	21050 N.E. 38 Ave. , Apt. 306 Aventura, Florida 33180
RAFAEL CHAILLO	Vice - President / Director	21050 N.E. 38 Ave. , Apt. 306 Aventura, Florida 33180

ARTICLE X - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than ten (10) people.

ARTICLE XI - DIRECTOR OR DIRECTORS

The name and address of the person or people who shall serve as the Director or Board of Director until the first annual meeting of the

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Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

NAME	OFFICER	ADDRESS
SALOMON CHAILLO	President / Director	21050 N.E. 38 Ave. , Apt. 306 Aventura, Florida 33180
RAFAEL CHAILLO	Vice - President / Director	21050 N.E. 38 Ave. , Apt. 306 Aventura, Florida 33180

ARTICLE XII - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation were as follows:

NAME	OFFICER	ADDRESS
SALOMON CHAILLO	President / Director	21050 N.E. 38 Ave. , Apt. 306 Aventura, Florida 33180

ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

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ARTICLE XIV - VOTING RIGHTS

That except as may otherwise be provided by law, the local voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

ARTICLE XVI - PROXI WITH SPECIAL POWERS

The general meeting designates, to unanimity, a proxy with special powers for the directors President and/or Vice - President and/or Secretary and/or Treasurer are appointed special proxy to Constitute and/or Open and/or Buy Companies and/or Corporations and/or Associations and/or Consortium throughout the world in the name of the corporation. Opening and/or buy shares of stock of Companies and/or Corporations and/or Associations and/or Consortium throughout the world in the name of the corporation, and to open representation offices.

The general meeting designates, to unanimity, a proxy with special powers for the directors President and/or Vice - President and/or Secretary and/or Treasurer are appointed special proxy for all countries. The special proxy will engage the corporation with his signature; special powers are attributed to him/her to represent the corporation with the facilities mentioned below:

a) To collect credits of the corporation, release receipts and cancellations,

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b) To manage the offices of the corporation, check book-keeping, manage social correspondence, the nomination and remove domestic staff of the corporation and to direct of work typical of social purposes to the corporation.

c) To represent the corporation fully at all degrees of civil, juridical, administrative, fiscal, public order, political and any other authority with general powers,

d) To represent the corporation in all degrees of civil, juridical, administrative, fiscal, public order, political and any other authority with general and special power received from warrant,

e) To represent warrant the company in any type of administrative and jurisdictional authority concerning work, with the possibility to bring to an end, appear promptly in situation with these proceedings, and act according to the same purpose, lodging appeal of nullity and any other action or exception which could be imminent over the corporation. At the same time he will be authorized to intervene at request, to contest plans who are favorable to the corporation and, in a general manner, accomplish any action and/or claim foreseen by laws for defense of proper social interests,

f) Administer all properties belonging to the corporation, or in any forms of negotiation indicated, such as rent, for this he is authorized by the rules in force. To withdraw the sums indicated, to subscribe all private contracts, necessary to form any act realized on the way of exercising faculties that for this give origin to these powers, companies/corporations throughout the world,

g) He/she is authorized to mention and/or revoke representatives around the world, of country and/or state, and to confer and/or revoke to each of the representatives their specific powers,

h) He/she the possibility of opening and closing offices, designating a local administrator to which will be granted powers pertaining to each state or country, special proxy has the ability to remove and/or revoke nominations and/or granted power.

The Directors, President and/or Vice - President and/or Secretary and/or Treasurer are appointed special proxy for all countries, the special powers are attributed to him and/or her to represent the corporation worldwide.

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ARTICLE XVII – MANDATORY

It was further agreed by and between all Officers and Directors of this corporation, all of which who have signed this resolution as indicated below that the voting structure for this corporation shall be such as to required seventy (70%) percent vote of all shareholders in order to pass any resolution with the exception of those necessary for the day to day operation of the Corporation. As such any resolution will required the consent of Mr. Salomon Chaillo and / or Mr. Rafael Chaillo.


SECOND: If an amendment provides for exchange, or reclassification or cancellation of issued shares, provisions for implementation the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 2nd, 2008.

FOURTH: adoption of Amendments:

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 2nd day of April 2008.



Signature

SALOMON CHAILLO
Typed name

President

Title

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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.


SALOMON CHAILLO

April 2nd, 2008
Date