

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GENESIS TAX HOUSE OF FLORIDA, INC.
Account Number : I20110000068
Phone : (800) 460-4829
Fax Number : (617) 507-0782

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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MERGER OR SHARE EXCHANGE
AS International Holding Corp

Certificate of Status	0
Certified Copy	0
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105.00

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14 MAY 20 PM 4:36
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

5/21/14
1/2

FILED
2014 MAY 20 PM 12:14
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

ARTICLE I - NAME AND JURISDICTION OF THE SURVIVING CORPORATION

AS INTERNATIONAL HOLDING CORP
FLORIDA PROFIT CORPORATION
P12000102072

ARTICLE II - NAME AND JURISDICTION OF EACH MERGING CORPORATION

- 1- ESTATES OF KEY BISCAYNE CORP.
FLORIDA PROFIT CORPORATION
P04000083184
- 2- KB INVESTPAR INC.
FLORIDA PROFIT CORPORATION
P05000109249

ARTICLE III - PLAN OF MERGER

The plan of merger is attached.

ARTICLE IV - EFFECTIVE DATE

The merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE V - ADOPTING OF MERGER BY SURVIVING CORPORATION

The plan of merger was adopted by the shareholders of the surviving Corporation on May 14, 2014

ARTICLE VI - ADOPTING OF MERGER BY MERGING CORPORATION

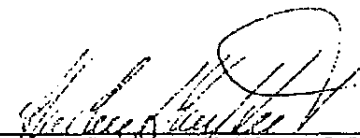
The plan of merger was adopted by the shareholders of the merging Corporations on May 14, 2014

1.866.325.3829
304 Somerville Ave. Somerville, MA 02143
14 Union Ave. Framingham, MA 01702
33441




1.800.460.4829
1100 S Federal Hwy 2nd Floor
Deerfield Beach, FL.

ARTICLE VII – SIGNATURES FOR EACH CORPORATION


AS INTERNATIONAL HOLDING CORP
Arthur C M Soares
President


ESTATES OF KEY BISCAYNE CORP.
Arthur C M Soares
President


KB INVESTPAR INC.
Ana Paula Santiago
Secretary/Director

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

ARTICLE I - NAME AND JURISDICTION OF THE SURVIVING CORPORATION

AS INTERNATIONAL HOLDING CORP
FLORIDA PROFIT CORPORATION
P12000102072

ARTICLE II - NAME AND JURISDICTION OF EACH MERGING CORPORATION

- 1- ESTATES OF KEY BISCAYNE CORP.
FLORIDA PROFIT CORPORATION
P04000083184
- 2- KB INVESTPAR INC.
FLORIDA PROFIT CORPORATION
P05000109249

ARTICLE III - TERMS AND CONDITIONS

The terms and conditions of merger are as follows:

In accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes, ~~Estates of Key Biscayne Corp. and KB Investpar Inc.~~ will be merged into AS International Holding Corp and AS International Holding Corp shall be the surviving Corporation.

Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, other assets and all interest of all kinds and descriptions of the merging Corporation shall be transferred to, vested in and devolve to the surviving Corporation.

ARTICLE IV - SHARES AND OTHER MATTERS

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1.866.325.3829
301 Somerville Ave. Somerville, MA 02143
14 Union Ave. Framingham, MA 01702
33441



1.800.460.4829
1100 S Federal Hwy 2nd Floor
Deerfield Beach, FL

Carlin

[Signature]

Each issued and outstanding share of capital stock of **Estates of Key Biscayne Corp. and KB Investpar Inc.** shall be converted into **ONE (1)** share of capital stock of **AS International Holding Corp.**

ARTICLE V – AMENDED ARTICLES OF INCORPORATION

Restated Articles of Incorporation for the surviving Corporation are attached.



RESTATED ARTICLES OF INCORPORATION OF

AS INTERNATIONAL HOLDING CORP
a Florida Corporation

The undersigned subscriber to these Articles of Incorporation is a Natural Person competent to contract and hereby form a Corporation under the provisions of Chapter 607 of the Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the Corporation shall be:
AS International Holding Corp

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation are:

Principal Office
848 Brickell Ave Suite 1230
Miami, FL 33131

Mailing Address
Same as principal

ARTICLE III - PURPOSE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issued is:

10,000 at a \$1.00 par value each share

Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

1.866.325.3829
304 Somerville Ave, Somerville, MA 02143
14 Union Ave, Framingham, MA 01702
33441



1.800.460.4829
1100 S Federal Hwy 266 Floor
Deerfield Beach, FL

[Handwritten signature]

ARTICLE VI - EFFECTIVE DATE OF INCORPORATION

These Articles of Incorporation shall be effective immediately as of approval of the Secretary of State, State of Florida.

ARTICLE VII - DURATION / TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on the effective date of theses Articles with the Department of State.

ARTICLE VIII - INITIAL DIRECTOR(S) AND/OR OFFICER(S)

The name and address of the Corporation's Initial Director/Officer (s) are:

Name and Title
Arthur Cesar M Soares
President / Director

Address
848 Brickell Ave Suite 1230
Miami, FL 33131

Ana Paula Santiago
Secretary /Director

848 Brickell Ave Suite 1230
Miami, FL 33131

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator are:

GENESIS TAX HOUSE OF FLORIDA, INC
Igor Gomes – Sole Incorporator
1100 S Federal Hwy – Second Floor
Deerfield Beach, FL - 33441

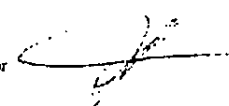
ARTICLE X – REGISTERED AGENT

The name and address of the Corporation's registered agent are:

ANA PAULA SANTIAGO
848 Brickell Ave Suite 1230
Miami, FL 33131

ARTICLE XI - INDEMNIFICATION

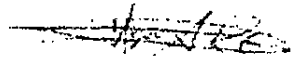
The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.



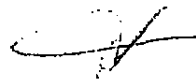
ARTICLE XII - DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this this May 14, 2014.



**Genesis Tax House of Florida Inc – Sole Incorporator
Igor Gomes - President**



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the Provisions of Section 607.0501 F.S., The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement:

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 as provided for in Section 607.0505 F.S.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Acceptance this this May 14, 2014.



Ana Paula Santiago
Registered Agent

