

Charter Number Only

3/1/95 **P95000017322**

Requestor's Name

Address

City

State

ZIP

Phone

VALUATION ONLY

RECEIVED 3/1/95  
FEBRUARY 28 1995  
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CORPORATION(S) NAME

Boca INTERNATIONAL INVESTMENT, INC.



EMPIRE Toll Free: 1-800-432-3028

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ARTICLES OF INCORPORATION OF  
BOCA INTERNATIONAL INVESTMENT, INC.

I, the undersigned, hereby adopt the following articles for the purpose of forming a corporation for profit under the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of such corporation.

ARTICLE I

The name of this corporation shall be BOCA INTERNATIONAL INVESTMENT, INC.

ARTICLE II

This corporation shall be authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be one thousand (1,000) shares of common stock with a par value of Five Dollars (\$5.00) per share.

ARTICLE IV

This corporation shall have perpetual existence.

#### ARTICLE V

The principal office of this corporation is to be located at 470 Executive Center Dr., Apt. 2N, West Palm Beach, FL 33401.

The board of directors shall have the power and the authority to establish branch offices and places of business of this corporation at any place in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as they may deem necessary for the best interests of the corporation.

#### ARTICLE VI

The business of this corporation shall be conducted by the shareholders, in like manner as though each shareholder were a director. However, each shareholder may vote the number of shares he or she holds, whenever a vote by the shareholders is had on a proposed corporate action.

#### ARTICLE VII

The names and post office addresses of the initial directors, and the officers who shall hold office for the first year of the corporation's existence or until their successors have been elected and qualified are as follows:

MOHAMMAD F. MORSHED	470 Executive Center Dr. Apt. 2N West Palm Beach, FL 33401	Director, Secretary, Vice-President
KANIZ F. CHOWDHURY	20 Southern Cross Cir. Apt. 103 Boynton Beach, FL 33436	President, Director

AZMAL CHOWDHURY

20 Southern Cross Cir.  
Apt. 103  
Boynton Beach, FL 33436

Treasurer, Director

#### ARTICLE VIII

The incorporator, who is also the registered agent, and the registered office are as follows:

INCORPORATOR/REGISTERED AGENT: MOHAMMAD F. MORSHIED

REGISTERED OFFICE: 470 Executive Center Dr., Apt. 2N  
West Palm Beach, FL 33401

#### ARTICLE IX

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any such unissued or treasury shares.

#### ARTICLE X

Before there can be a valid sale or transfer of any of the shares of this corporation by any holder thereof to any person not then a shareholder, such holder shall first offer said shares to the other shareholders in the following manner:

1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. The secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the

shareholder to the secretary. Within thirty (30) days after the mailing or delivering of the copies of the notice to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver, by mail or otherwise, to the secretary a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

2) If on the thirtieth (30th) day after the secretary mails copies of the notice to the shareholders, the secretary has received no written offer from another shareholder to purchase on the terms of the original offer, the offering shareholder may effect the sale or transfer. If the secretary has received offers from other shareholders to purchase more shares than were offered, each accepting shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.


3) If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however,

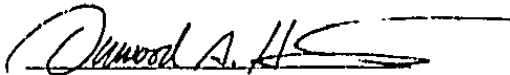
that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the secretary of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24<sup>th</sup> day of February, 1995.

Mohammad Taylan Morshed  
MOHAMMAD F. MORSHED  
Incorporator

Signed, sealed and delivered  
in the presence of

  
\_\_\_\_\_

  
\_\_\_\_\_

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office, in the State of Florida.

1. The name of the corporation is BOCA INTERNATIONAL INVESTMENT, INC.
2. The name and address of the registered agent and office is:

REGISTERED AGENT: MOHAMMAD F. MORSHIED

REGISTERED OFFICE: 470 Executive Center Dr., Apt. 2N  
West Palm Beach, FL 33401

*Mohammad Faylay Morshed*  
MOHAMMAD F. MORSHIED  
Incorporator/President

DATED: February 24, 1995

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.

*Mohammad Faylay Morshed*  
MOHAMMAD F. MORSHIED

2-24-95  
DATE