

8

95000017351

((H95000002440)) PUBLIC RECORD SYSTEM
TO: DIVISION OF CORPORATIONS ELECTRONIC FILING COVER SHEET
DEPARTMENT OF STATE FROM: EMPIRE CORPORATE KIT COMPANY
STATE OF FLORIDA 1492 W FLAGLER ST
408 EAST OAINES STREET SUITE 200
TALLAHASSEE, FL 32399 MIAMI FL 33136-
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

((H95000002440)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: STAR FLY TRADING, CORP.

FAX AUDIT NUMBER: H95000002440 CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/02/1996 TIME REQUESTED: 11:20:64

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003265

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((H95000002440))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM Connect: 00:14:3

FILED
95M3-2 PH 2:33
SECRETARIAL STATE
TALLAHASSEE, FLORIDA

03/02/96 11:20:64

Prepared by:

H & L Buminian Legal
141 N.E.3rd Ave #200
Miami-FL 33132

305-373-6211
Elyane Berthienger

(S)

ARTICLES OF INCORPORATION OF
STAR FLY TRADING, CORP.

ARTICLE I - NAME

The name of this corporation is: STAR FLY TRADING, CORP. WITH THE
principal place of business located at:
3360 NW 72nd Avenue, Miami, FL. 33122

FILED
MAY - 2 PM 2:30
CORPORATION
TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in
any and all lawful business under the laws of the United States
and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar
par (\$1.00) per value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock
of this corporation, shall have the right to purchase their pro
rata share (as nearly as may be done without issuance of
fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation
is:

3360 NW 72nd Avenue, Miami, FL. 33122

The name of the initial Registered Agent of this corporation is:
CARLOS SALLES

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 03 directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

JEFFERSON PIERRE DE MELLO
CARLOS BALLESB
PAOLA NOVAB YOSHIDA

President
Vice President
Secretary / Treasurer

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

CARLOS BALLESB

6949 Abbott Ave. suite 04,
Miami Beach, FL. 33141

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

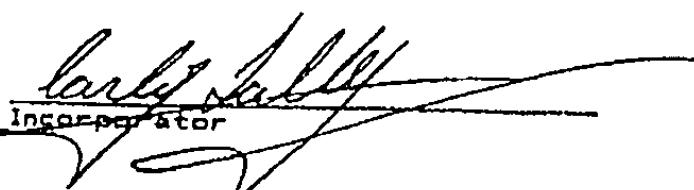
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of February of 1995.



Incorporator

R 9500000 2440

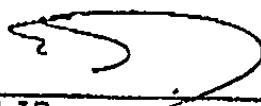
STATE OF FLORIDA;
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared

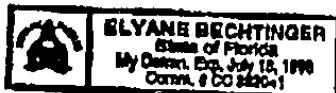
CARLOS BALLEB

known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 28th day of February, 1995.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



H 9500000 2440

CERTIFICATE DESIGNATING THE ADDRESS AND AN

AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH,

That STAR FLY TRADING, CORP., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed CARLO BALLEB, as its agent to accept service of process within the state.

ACKNOWLEDGEMENTS

Having been named by the first Board of Directors of STAR FLY TRADING, CORP. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 28th day of February, 1995.

~~Registered Agent~~

9511AR-2 PH 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10:00 AM PUBLIC ACCESS SYSTEM
((H95000013528))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1482 W FLAGLER ST
STATE OF FLORIDA SUITE 200
400 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3094
FAX: (305) 541-3770

((H95000013528))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: STAR FLY TRADING, CORP.

FAX AUDIT NUMBER: H95000013528 CURRENT STATUS: REQUESTED
DATE REQUESTED: 12/01/1995 TIME REQUESTED: 15:00:00
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER: 072450003255

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((H95000013528)))

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NUM CAPS Connect: 00:05:4

FILED
95 DEC -5 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10:00 AM PUBLIC ACCESS SYSTEM

95 DEC -5 AM 7:53

RECEIVED

P.02

DEC-04-1995 16:38

12/04/95 14:08 Pl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

December 4, 1995

STAR FLY TRADING, CORP.
3360 N.W. 72ND AVENUE
MIAMI, FL 33122

SUBJECT: STAR FLY TRADING, CORP.
REF: P95000017351

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The current name of the entity is as referenced above. 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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000013528
Letter Number: 995A00052665

H95000013528

B & L BUSINESS LEGAL
141 NE 3rd Ave., # 206
Miami, FL 33132
(305) 873-6211
GIL UBIETA

(3)

FILED

95 DEC -5 PM 12:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STAR FLY TRADING, CORP.

P95000017351

PURSUANT TO THE PROVISIONS OF SECTION 607.10M, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1. THE NEW DIRECTOR AND OFFICER OF STAR FLY TRADING, CORP. WILL BE:

MR. CARLOS SALLAS

WHO WILL ASSUME THE FOLLOWING POSITIONS:

PRESIDENT
VICE PRESIDENT
SECRETARY
TREASURER

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT
IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: NOVEMBER / 27 / 1995.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF
DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT
REQUIRED.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER
OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH
VOTING GROUPS.

H95000013528

MIN 19101

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING
ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

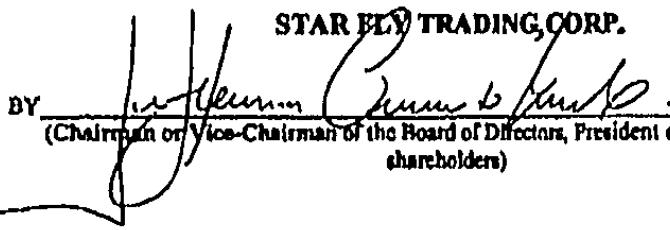
THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR
APPROVAL BY _____

(voting group)

SIGNED THIS 27th DAY OF NOVEMBER ,1995.

STAR ELY TRADING, CORP.

BY


(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the
shareholders)

Typed or printed name: JEFFERSON PIERRE DE MELLO

Title: PRESIDENT DIRECTOR

H95000013528

P95000017351

EFFECTIVE IMMEDIATELY

DATE: 06/10/96
TO: IRS, FLA DEPT OF REV. DIV OF CORPS.
FROM: STAR FLY TRADING, CORP.

REF.: CHANGE OF ADDRESS
FEIN.: 65-0559608
TAX ID NO.: 23-08-439019-78
CORPORATE NO.: P95000017351

AS OF THE DATE REFERENCED ABOVE, OUR NEW BUSINESS AND
MAILING LOCATION WILL BE:

7311 NORTH WEST 12TH STREET
SUITE NO. 12
MIAMI, FLORIDA 33126

PHONE: (305)594-6505
FAX: (305)594-6502

PLEASE REMEMBER TO UPDATE YOU RECORDS ACCORDINGLY THANK YOU
FOR YOUR TIME AND ATTENTION IN REGARDS TO THIS MATTER.

CORDIALLY,

CARLOS SALLES
DIRECTOR

updated LR 6/17/96
sent R/A info

CC: FILE