

P95000018842

03/08/95 1051 001

CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

3/08/95 FLORIDA DIVISION OF CORPORATIONS 9:48 AM
PUBLIC ACCESS SYSTEM

((H95000002638)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 0405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- 301-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0839
FAX: (305) 592-9591

((H95000002638)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TRANSACT WORK'S, CORP.
FAX AUDIT NUMBER: H95000002638 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/08/1995 TIME REQUESTED: 09:48:27
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000002638))
** ENTER 'M' FOR MENU. **
3/08/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

9:48 AM
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RECEIVED
TALLAHASSEE, FLORIDA

3/8

SSC...

H95000002683

ARTICLES OF INCORPORATION

(OF)
TRANSACTION WORK'S, CORP.

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate together to form a Corporation under the Laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be: TRANSACTION WORK'S, Corp.

ARTICLE II
NATURE OF BUSINESS

The general nature of business to be transacted by this Corporation shall be the Whole and Retail Sale of General Merchandise, Groceries, and consulting firm business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every kind, class and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire

Prepared by: German Pena, P.A.
9010 S.W. 137th Ave, Ste 113
Miami, FL 33186
(305) 385-0014

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$ 500.00)

ARTICLE V
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The initial street address in this State of the principal office of this corporation is 4405 N.W. 73 Ave. Miami, Fl., 33166. The Board of Director may from time-to-time, move the principal office to any other address in the State of Florida.

ARTICLE VII
DIRECTORS

This corporation shall have not less than three directors initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholders.

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ARTICLE VIII
BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors are:

NAME	TITLE	ADDRESS
GASTON M. LOIOCO	President	4405 N.W. 73 Ave. Miami, Fl., 33166
MARCOS N. LOIOCO	V. President	4405 N.W. 73 Ave. Miami, Fl., 33166
SERGIO VICENTE	Secretary	4405 N.W. 73 Ave. Miami, Fl., 33166

ARTICLE IX
SUBSCRIBERS

NAME	ADDRESS	SHARES	CONSIDERATION
GASTON LOIOCO	4405 N.W. 73 Ave. Miami, Fl., 33166	500	\$ 500.00

ARTICLE X
REGISTERED AGENT

The address of the Registered Office of this corporation shall be 9010 S.W. 137th Ave. Suite 113 Miami, Fl., 33186 and the Registered Agent shall be: Gaston M. Loico.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place design in these Articles of Incorporation, I hereby accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By 

H95000002638

ARTICLE XI
AMENDMENT


These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by the majority of the stock entitled to vote them on, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgements personally appeared:

WITNESS my hand and official seal in the County and State named above this 7th day of March 1995


GASTON M. LOIDCO


Notary Public, State of Large
My Commission Expires
COMMISSION # CC356278
EXPIRES APR 14, 1995
BONDED THRU
ATLANTIC BONDING CO., INC.

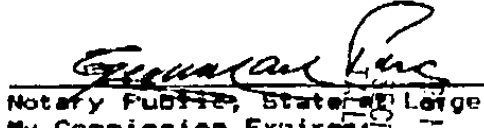
WITNESS my hand and official seal in the County and State named above this 7th day of March 1995


MARCOB N. LOIDCO


Notary Public, State of Large
My Commission Expires
COMMISSION # CC356278
EXPIRES APR 14, 1995
BONDED THRU
ATLANTIC BONDING CO., INC.

WITNESS my hand and official seal in the County and State named above this 7th day of March 1995


SERGIO VICENTE


Notary Public, State of Large
My Commission Expires
GERMAN PENA
COMMISSION # CC356278
EXPIRES APR 14, 1995
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
MAR - 8 PM 1:53
CLERK OF STATE
TREASURY
FLORIDA

H95000002638

P95000018842

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TRANSACTION WORK'S CORP.
(Corporation Name) (Document #)
2. LAZARUS
(Corporation Name) (Document #)
3. AUTHORIZATION BY PHONE TO INCORPORATOR
(Corporation Name) (Document #) 000001754440
NAME (Signature) Signed: 03/22/96
(Corporation Name) (Document #) 03/22/96
DATE: 03/22/96
(Corporation Name) (Document #)

☒ EXAM Walk in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
96 MAR 22 AM 11:23
DIVISION OF CORPORATION

Amendment
4/22/96
DC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 APR 10 PM 3:05
DIVISION OF CORPORATIONS

March 22, 1996

LAZARUS

SUBJECT: TRANSACT WORK'S CORP.
Ref. Number: P95000018842

We have received your document for TRANSACT WORK'S CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE VERIFY THE ARTICLE NUMBERS BEING AMENDED. IT APPEARS THAT BOTH ARTICLES BEING AMENDED ARE NUMBERED ARTICLE VIII. PLEASE CHECK ONE OF THE BLANKS UNDER THE (FOURTH) ABOUT WHO ADOPTED THE AMENDMENTS. IT APPEARS IN THE PARAGRAPH ABOVE (SECOND) THAT THE INCORPORATORS ADOPTED IT, BUT, WE STILL NEED THE APPROPRIATE BLANK COMPLETED UNDER (FOURTH).

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 096A00013320



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

April 12, 1996

LAZARUS

SUBJECT: TRANSACT WORK'S CORP.
Ref. Number: P95000018842

We have received your document for TRANSACT WORK'S CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE CLARIFY WHETHER THE AMENDMENT IS BEING ADOPTED BY THE INCORPORATORS WITHOUT SHAREHOLDER ACTION OR BY THE SHAREHOLDERS.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 396A00016995

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

TRANSACTION WORK'S CORP.

(present name)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR 18 PM 4:26

FILED

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

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE IX BOARD OF DIRECTORS:

THE NAMES AND STREET ADDRESS OF THE BOARD OF DIRECTORS WILL NOW READ AS FOLLOWS:

(P) OLDEMAR C. BARREIRO	FIGUEROA ALCORTA 7650 CAP.FED.BUENOS AIRES 1428, ARGENTINA	400	\$400.00
(VP) JULIO A. BARRERA DRO	L.N. ALEM 986 7P "B" CAP.FED.BUENOS AIRES 1001, ARGENTINA	100	\$100.00
(S) FORTUNATO J. CRISTODERO	AVE.CALLE 1975 5P "A" CAP.FED.BUENOS AIRES 1024, ARGENTINA		

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 follows:

ARTICLE X
REGISTERED AGENT

The address of the Registered Office of this corporation shall be 9010 S.W. 137th Ave. Suite 113 Miami, Fl., 33186 and the Registered Agent shall be: Gaston M. Lolooco.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place design in these Articles of Incorporation, We hereby accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By 

We do further agree and consent that any and all lawful business may be transacted or at any adjournment or adjournments therefore as may be deemed advisable by the Directors present thereat. Any business transacted or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such adjournment meeting were held after notice.

This amendment was adopted by the Incorporators. Shareholders action was not required.

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 follows:

THIRD: The date of each amendment's adoption: 04/15/95

FOURTH: Adoption of amendment (s) (Check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group 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

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

Gaston Pena, P.A.
9010 SW 137 Ave. #213
Miami, FL 33186

X The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this _____ days of _____ 19____.

OLDEMAR C. BARREIRO - *president* / Incorporator

JULIO A. BARRERA ORD - *Vice-president*

FORTUNATO J. CRISTODERO - *secretary*

VICENTE E. CAPUCCIO - *Director*

GASTON M. LOIOCCO - *Director*

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgements personally appeared: OLDEMAR C. BARREIRO ORD, JULIO A BARRERA ORD, FORTUNATO J. CRISTODERO, VICENTE E. CAPUCCIO, AND GASTON M. LOIOCCO.

WITNESS my hand and official seal in the County and State named above this 18 day of March 1996

Notary Public, State at Large
My Commission Expires:

German Pina, F.R.
9010 SW 137 Ave. #210
Miami, FL 33186