

P4500020434

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

2000014236012  
03/14/95 - 01/14/00  
\*\*\*1300.00 \*\*\*470.00

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

S & M INTERNATIONAL CORP.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 PM 12:00 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

AMENDMENTS	
<input 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

FILED  
95 MAR 14 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN MAR 14 1995

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
S & M INTERNATIONAL CORP.**

FILED  
95 MAR 14 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **S & M INTERNATIONAL CORP.**

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this corporation is 6710 Northwest 192 Terrace, Miami, Florida 33015 and the mailing address is the same.

**ARTICLE 4 - INCORPORATORS**

The name and street addresses of the incorporators of this corporation are:

Manuel de Jesus Bendaña Jimenez	Simón Diez Lizardo
800 Northwest 17 Avenue	6710 Northwest 192 Terrace
Miami, Florida 33125	Miami, Florida 33015

**ARTICLE 5 - PRESIDENT**

The initial President of the corporation shall be Simón Diez Lizardo whose address shall be the same as the principal office of the corporation.



## **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 8 - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

## **ARTICLE 9 - TITLE**

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 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.



#### **ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 11 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 12 - EFFECTIVE DATE**

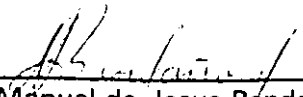
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

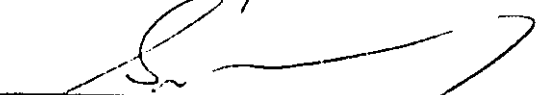
#### **ARTICLE 13 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th day of March, 1995.

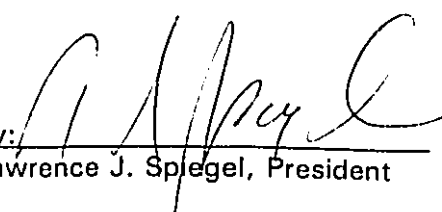
  
Mánuel de Jesús Bendaña Jimenez, Incorporator

  
Simón Díez Lizardo, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
Lawrence J. Spiegel, President

APT219C



**AMERILAWYER®**

P95000020434

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

300001675209

-01/02/96--01011--018

\*\*\*\*105.00 \*\*\*\*\*35.00

OFFICE USE ONLY

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

1. S & N International Corp.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
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☒ Walk in ☐ Pick up time \_\_\_\_\_

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH JAN - 3 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN - 2 AM 9:39

Examiner's Initials

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**S & M INTERNATIONAL CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN -2 AM 9:39

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation of S & M INTERNATIONAL CORP. lists the officers as:

President: Simón Diez Lizardo

**SECOND:** The Officers of the Corporation shall be changed to:

President: Simón Diez Lizardo

Secretary: Simón Diez Lizardo

Treasurer: Simón Diez Lizardo

**THIRD:** The Director(s) of the Corporation shall be:

Simón Diez Lizardo

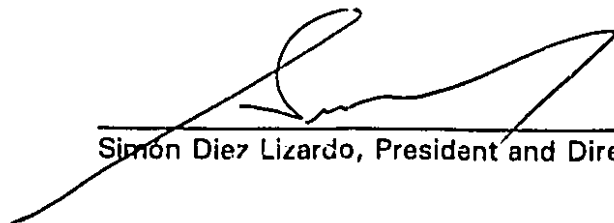
**FOURTH:** The date of the adoption of this amendment is the 29th Day of December, 1995.



**FIFTH:** The amendment was approved by the Shareholders and adopted by the Board of Directors. The number of votes cast for the Amendment was sufficient for approval.

**SIXTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 29th Day of December, 1995.



Simon Diez Lizardo, President and Director



**AMERILAWYER®**

343 ALMERIA AVENUE / CORAL GABLES, FL 33134 / TELEPHONE (305) 445-2700 / (800) 603-3900 / FACSIMILE: (305) 447-8900

MAILING ADDRESS: POST OFFICE BOX 144479 / CORAL GABLES, FL 33114-4479



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June 14, 1996

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-06/17/96--01038--008  
\*\*\*\*215.00 \*\*\*\*215.00

REPLACEMENT FEE 1996

ANNUAL REPORT: S&M INTERNATIONAL  
CORP.

DEBIT MEMO: # 63852-D

CHECK #: 1141