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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-00000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ROTH & BASS CORP.1
FAX AUDIT NUMBER: H95000003189
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TALLAHASSEE, FLORIDA

Handwritten signature and date 3/21

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**ARTICLES OF INCORPORATION
OF
ROTH & BASS CORP.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this corporation is Roth & Bass Corp.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
4. To lend money to, and use its credit to assist, its officers and employees.
5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
6. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
7. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

Prepared by: Roger Bass
Florida Bar Number: 179146
Roger Bass, P.A.
811 N.W. 57th Ave., Suite 404
Miami, Florida 33128
(305) 263-7300

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8. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
9. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
10. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
11. To make donations for the public welfare or for charitable, scientific, or educational purposes.
12. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
13. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
14. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
15. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
16. To have and exercise all powers necessary or convenient to effect its purposes.
17. To act as a general financial consultant broker, and dealer on the foreign exchange market, money market and commodities market.
18. This corporation is organized for the purpose of transacting any and all lawful business not provided herein.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) per value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office and the principal office of this corporation is 815 N.W. 57th Avenue, Suite 484, Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Roger Bass.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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. The name and address of the initial director of this corporation is:

Roger Bass
815 N.W. 57th Avenue
Suite 484
Miami, Florida 33126

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Roger Bass
815 N.W. 57th Avenue
Suite 484
Miami, Florida 33126

ARTICLE IX - BY-LAWS

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

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

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ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of March, 1995.

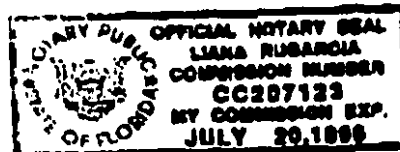
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95 MAR 21 AM 11:10
SECRETARY OF STATE
ALLAHASSEE, FLORIDA


ROGER BASU, INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of March, 1995 by Roger Basu who is personally known by me.


LIANA RUGARCIA, NOTARY PUBLIC



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I, the undersigned, having been named as Initial Registered Agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.


ROGER BASU, REGISTERED AGENT

FILE NOW: FILING FEE AFTER MAY 1'S \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortimer Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P95000020998 (7) CORPORATION NAME ROTH & BASS CORP.			

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 96 OCT 10 AM 10:27
 SECRETARY OF STATE
 TALLAHASSEE

Principal Place of Business 815 N.W. 57TH AVE. SUITE 484 MIAMI FL 33129	Mailing Address 815 N.W. 57TH AVE. SUITE 484 MIAMI FL 33129
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2. Principal Place of Business	2a. Mailing Address
21 Suite Apt #, etc	26 Suite Apt #, etc
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country

3. Date Incorporated or Qualified 03/21/1995	3a. Date of Last Report
4. FEI Number 65-0574387	Applied For Not Applicable
5. Certificate of Status Desired ☐	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution ☐	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 189.032, Florida Statutes ☐ Yes ☐ No	

9. Name and Address of Current Registered Agent BESU, ROGER 815 N.W. 57TH AVE. SUITE 484 MIAMI FL 33128
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10. Name and Address of New Registered Agent B1 Name Quintero, Luis B2 Street Address (P.O. Box Number is Not Acceptable) 2335 NW 107th Avenue, Box 70 B3 B4 City Miami FL B5 Zip Code 33172

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE **Luis A. Quintero** DATE **8/27/96**

12. OFFICERS AND DIRECTORS	
TITLE	☒ DELETE
NAME	D BESU, ROGER
STREET ADDRESS	815 N.W. 57TH AVE. SUITE 484
CITY, ST, ZIP	MIAMI FL 33129
TITLE	☐ DELETE
NAME	
STREET ADDRESS	
CITY, ST, ZIP	
TITLE	☐ DELETE
NAME	
STREET ADDRESS	
CITY, ST, ZIP	
TITLE	☐ DELETE
NAME	
STREET ADDRESS	
CITY, ST, ZIP	
TITLE	☐ DELETE
NAME	
STREET ADDRESS	
CITY, ST, ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
☒ Change ☐ Addition	
1.1 TITLE	D
1.2 NAME	QUINTERO, LUIS
1.3 STREET ADDRESS	2335 N.W. 107 Ave. Box 70
1.4 CITY - ST - ZIP	Miami FL 33172
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	
3.2 NAME	600001987316--9
3.3 STREET ADDRESS	-10/28/96--01053-013
3.4 CITY - ST - ZIP	***225.00 ***225.00
4.1 TITLE	
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **X Luis Quintero** **262-7300**

CR2E034 (12/95)