

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
1-800-222-0100

800-342-8086



P9500028030

ACCOUNT NO. : 072100000032

REFERENCE : 574057 869010

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : April 7, 1995

ORDER TIME : 11:58 AM

ORDER NO. : 574057

CUSTOMER NO: 869010

300001450853

CUSTOMER: Ms. Gina Hardin - 869010
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

NAME: SUN CONSOLIDATED SECURITIES,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

T. BROWN APR 10 1995

FILED
95 APR - 7 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SUN CONSOLIDATED SECURITIES, INC.

FILED
95 APR -7 AM 10 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Sun Consolidated Securities, Inc.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 1600 West Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33311.

THIRD: The mailing address, wherever located, of the corporation is 1600 West Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33311.

FOURTH: The amount of the authorized capital stock of the corporation is One Hundred million (100,000,000) shares of common stock and twenty million (20,000,000) shares of preferred stock with the par value and voting restrictions set forth below in Articles FIFTH and SIXTH. The common and the preferred stock shall be entitled to all the same rights and privileges except for the voting restrictions set forth below in Articles FIFTH and SIXTH.

No stockholder of the corporation shall by reason of holding shares in the corporation possess a preemptive or preferential right to purchase or subscribe to shares of any class of this corporation now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase of any class, now or hereafter to be authorized.

FIFTH: The aggregate number of shares of common stock which this corporation shall have authority to issue shall be one hundred million (100,000,000) shares at par value of one tenth of one cent (\$.001) per share. The common stock of the corporation that is issued and

outstanding shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of common stock shall be entitled to one vote for each share of common stock held.

SIXTH: The aggregate number of shares of preferred stock which this corporation shall have authority to issue shall be twenty million (20,000,000) shares at par value of one tenth of one cent (\$.001) per share. The preferred stock shall be divided into Series A preferred stock, Series B preferred stock, and Series C preferred stock, which shall have all the same rights and privileges except voting rights as expressly set forth below:

(a) Series A preferred stock which shall consist of ten million shares (10,000,000) shall have no voting rights.

(b) Series B preferred stock which shall consist of nine million nine hundred ninety thousand shares (9,990,000) shall have no voting rights.

(c) Series C preferred stock which shall consist of ten thousand (10,000) shares, shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of preferred stock, Series C, shall be entitled to one vote for each share of preferred stock, Series C, held.

SEVENTH: Authorized stock may be issued from time to time without action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which have been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

The capital stock of this corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment to pay debts of the corporation and no paid up stock and no stock issued as fully paid shall ever be assessable or assessed and the Articles of Incorporation shall not be amended in this particular.

EIGHTH: The street address of the initial registered office of the corporation in the State of Florida is 5874 Deerfield Place, Lake Worth, Florida 33463.

The name of the initial registered agent of the corporation at the said registered office is Don Paradiso.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

NINTH: The name and the address of the incorporator are:

NAME

ADDRESS

Gina M. Hardin

2 South Biscayne Boulevard
Suite 1810
Miami, Florida 33131

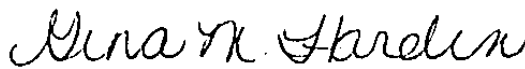
TENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

ELEVENTH: The duration of the corporation shall be perpetual.

TWELFTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

THIRTEENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on April 4, 1995



Gina M. Hardin, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: Don Paradiso
Don Paradiso

Date: April 6, 1995

FILED
95 APR - 7 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000028030

Don A. Paradiso
Attorney-at-Law
5874 Deerfield Place
Lake Worth, Florida 33468
501.908.9000

RECEIVED
JUL 24 1996
TALLAHASSEE, FLORIDA

July 19, 1996

Amendments
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SH 8/1

FILED
96 JUL 24 AM 9:14
TALLAHASSEE, FLORIDA

I have included in this package two (2) originals of the following actions referencing Sun Consolidated Securities, Inc.:

1. An Amendment to the Articles of Incorporation of Sun Consolidated Securities, Inc., a Florida corporation filed on April 7, 1996, document number 596A00007889 to be filed changing the name to Sun Consolidated Global Securities, Inc. and, immediately thereafter, allow the affirmative application of
2. Sun Consolidated Securities, Inc., a Georgia corporation in good standing to operate as a foreign corporation to transact business in Florida.

Enclosed also is a blank check payable to the Secretary of State, Division of Corporations that you may complete the amount as I do not know such amount for such corporate actions that you are authorized to include sufficient funds to filing same and to provide me with a certified copy by return prepaid Federal Express (also enclosed).

Thank -you.

Don A. Paradiso

Don A. Paradiso,
Attorney-at-Law

DAP/c

RECEIVED
96 JUL 24 AM 8:19
DIVISION OF CORPORATIONS

Amendment
to
ARTICLES OF INCORPORATION
of
SUN CONSOLIDATED SECURITIES, INC.

ARTICLE I - PURPOSES FOR AMENDMENT

Pursuant to specific section of the Florida Business Corporation Act so referenced, the purposes of this Amendment is to authorize (1) the use of the corporation's name, Sun Consolidated Securities, Inc. by Sun Consolidated Securities, Inc., a Georgia corporation so that compliance with Section 607.1503, Florida Statutes can be accomplished wherein a foreign corporation can be authorized to transact business in the State of Florida and (2) change of the name of Sun Consolidated Securities, Inc., the Florida corporation; incorporated in the State of Florida on April 7, 1995, under document number 596A00007889 to:

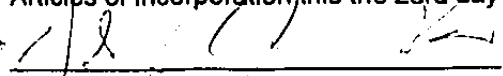
Sun Consolidated Global Securities, Inc.

ARTICLE II - RESOLUTION

The Board of Directors and the shareholders of Sun Consolidated Securities, Inc. met telephonically at 5:00 PM on Friday, June 7, 1996, and acknowledged and confirmed that a quorum was present. The meeting proceeded with a prepared agenda calling for (1) allowing the use of the corporation's name Sun Consolidated Securities, Inc. by Sun Consolidated Securities, Inc., a Georgia corporation so that the Georgia corporation may be authorized to transact business in the State of Florida and (2) to change of the name of the Florida corporation to Sun Consolidated Global Securities, Inc. The amendment was approved by unanimous consent of all shareholders under discretionary authority as provided in the Articles of Incorporation thereby exercising the right to amend or repeal any provision contained in the Articles of Incorporation, or any amendment hereto.

Excerpt from the minutes of the corporation includes: "It is therefore ratified, resolved and approved by the unanimous consent of all the shareholders and the Board of Directors of the Corporation that the new name of the Corporation shall be **"Sun Consolidated Global Securities, Inc."** No other business was proposed and no other article or by-law of the corporation was altered or modified.


IN WITNESS WHEREOF, the undersigned director and officer has executed this Amendment to Articles of Incorporation this the 23rd day of July, 1996.


Donald A. Taylor, Jr. Chairman/Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I, LYNN ANN FRITTER, a Notary Public, does certify that Donald A. Taylor, Jr., personally known (or proved) to me to be the person whose name is subscribed to the annexed and foregoing Amendment to Articles of Incorporation, appeared before me first duly sworn, acknowledged that he signed said Amendment to Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and that statements therein contained are true. I accordingly have hereunto set my hand and seal this 23rd day of July, 1996.

Notary Public Lynn Ann Fritter My commission expires: 4-10-99

 **LYNN ANN FRITTER**
COMMISSION # CC 451904
EXPIRES APR 10, 1999
BONDED THRU
FIDELITY & SECURITY INSURANCE CO., INC.

FILED
95 JUL 24 09 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



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

FILED

96 DEC 30 AM 11:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # 596-A-0000-7889

1. Corporation Name

SUN CONSOLIDATED GLOBAL SECURITIES, INC.

PO BOX 000028038

Principal Place of Business

4901 NW 17th Way #405
FT. LAUDERDALE, FL 33309

Mailing Address

4901 NW 17th Way #405
FT. LAUDERDALE, FL 33309

REINSTATEMENT 96

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

DO NOT WRITE IN THIS SPACE

2. New Principal Office Address, if Applicable

4901 NW 17th Way, Ft.

Suite, Apt. #, etc.

#405

City & State

FT. LAUDERDALE, FL

Zip

33309

Country

USA

3. New Mailing Address, if Applicable

Suite, Apt. #, etc.

City & State

Zip

Country

4. Date Incorporated or Qualified
To Do Business in Florida

APRIL 7, 1995

5. FEI Number

65-0714288

Applied For

Not Applicable

6.

CERTIFICATE OF STATUS DESIRED ☒

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

Title(s)	Name of Officers and/or Directors	Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	City / State / Zip
SEC. DIR.	<u>Don A. PARADISO</u>	<u>5874 DEERFIELD PLACE</u>	<u>LAKE WORTH, FL 33463</u>

500002045339--E
-01703797--01134--014
****383.75 ****383.75

562-31-96

8. Name and Address of Current Registered Agent

9. Name and Address of New Registered Agent

Name

Don A. PARADISO

Street Address (P.O. Box Number is Not Acceptable)

5874 DEERFIELD PLACE

Suite, Apt. #, Etc.

City

LAKE WORTH

State

FL

Zip Code

33463

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

Don A. Paradiso
REGISTERED AGENT MUST SIGN

Date DEC. 29, 1996

11. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information
on intangible tax.)

12. I do 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)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

Don A. Paradiso Don A. PARADISO DEC. 29, 1996 561 968-9699
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CRF6040 (12/95)

P95000028030

Memorandum

July 31, 1997

Department of State
State of Florida
Division of Corporations
Amendments
409 E. Gains Street
Tallahassee, Florida 32399

0000002356680-- 6
08/04/97 15:01:27--002
*****35.00 *****35.00

Please file the following amendment, that includes an officer/director resignation, to the articles of incorporation of Sun Consolidated Global Securities, Inc. as enclosed. The \$35.00 filing fee is enclosed. I have included a Federal Express package for purposes of returning a file copy accordingly.

Thank-you

FILED
97 AUG -4 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend. & N/C

VS AUG 12 1997

**ARTICLES of AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SUN CONSOLIDATED GLOBAL SECURITIES, INC.**

FILED
97 AUG -4 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

FIRST: The undersigned, Donald A. Taylor, being the sole Director and Secretary of Sun Consolidated Global Securities, Inc., a Florida Corporation, as document P95000028030, hereby certifies that by unanimous vote of the Board of Directors and unanimous vote of the stockholders at a meeting held on June 16, 1997 at 10:30 AM (minutes attached hereto at Exhibit A), it was agreed that these ARTICLES of Amendment to ARTICLES OF INCORPORATION be adopted and filed.

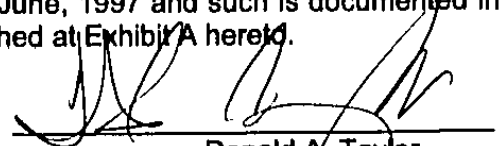
SECOND: Article I NAME was amended to adopt the following NAME CHANGE:

The name of the corporation is Americas International Securities Corp.

THIRD: There was the following OFFICER/DIRECTOR RESIGNATION and appointment:

I, Donald A. Taylor, hereby resign as Secretary and Director of Sun Consolidated Global Securities, Inc., a corporation organized under the laws of the State of Florida on April 7, 1995 as document P95000028030. The corporation has been notified in writing of the resignation as it occurred on the 16th day of June, 1997 and such is documented in the corporate minutes of the corporation as attached at Exhibit A hereto.

Signed this 16th day of June, 1997


Donald A. Taylor
(Signature of resigning officer/director)

FOURTH, that Robert Magolnick, a Florida resident located at 9217 Ramblewood Drive #934, Coral Springs, FL 33071 succeeded as the sole director and Secretary of the corporation.

Accepted:

Signed this 16th day of June, 1997

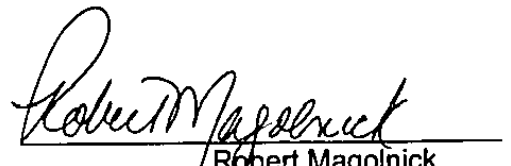

Robert Magolnick
(Signature of succeeding officer/director)

EXHIBIT A

**MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS**

OF

Sun Consolidated Global Securities, Inc.

A special meeting of the Board of Directors of the above captioned Corporation was held on the 16th day of June, 1997 at 10:30 AM.

The sole member of the Board of Directors being present, the meeting was called to order by the Secretary. The Secretary then advised that there were three (3) agenda items contemplated by the corporation:

1. entertaining the resignation of the sole director and sole officer (Secretary), Donald A. Taylor; and
2. changing the name of the corporation to Americas International Securities Corp.; and
3. appoint a new sole director and Secretary.

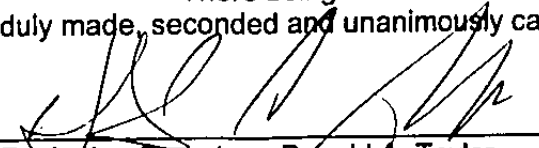
The below resolutions were recommended by the retiring sole director and Secretary and, upon motion duly made, were seconded and unanimously carried:

RESOLVED, Article I "NAME" of the Articles of Incorporation are to be amended to adopt the NAME CHANGE: Americas International Securities Corp; and

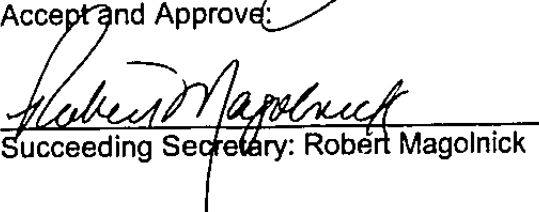
RESOLVED, that the Corporation shall accept the resignation of Donald A. Taylor as the sole director and Secretary of the corporation, and

RESOLVED, that Robert Magolnick shall succeed as the sole director and Secretary of the corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.


Resigning Secretary: Donald A. Taylor

Accept and Approve:


Succeeding Secretary: Robert Magolnick