

P95000036276

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 33136- 302-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

NAME: ETERAM, INC.
FAX AUDIT NUMBER: H95000005165
DATE REQUESTED: 05/08/1995
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Handwritten signature

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05 MAY -9 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0145 ...

GABRIEL DE JARDEN, CPA
(305) 651-2796
175 FOUNTAINEBLEAU BLVD.
BUDg 267
Miami, FL 33172

ARTICLES OF INCORPORATION
OF
ETERAM, INC.

FILED
55 MAY -9 AM 10:55
SECRETARY OF STATE
FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:
ETERAM, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
175 FOUNTAINEBLEAU BLVD., SUITE 267
MIAMI, FLORIDA 33172

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

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;

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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;

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;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

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;

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;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive 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;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00 each.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the Initial Registered Agent of this corporation shall be:

LUZ E. VASQUEZ
175 FONTAINEBLEAU BLVD., SUITE 2G7
MIAMI, FLORIDA 33172

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

PRESIDENT/VICE-PRESIDENT: MANUEL TAVAREZ
175 FONTAINEBLEAU BLVD., SUITE 2G7, MIAMI, FL. 33172
SECRETARY/TREASURER: MANUEL TAVAREZ
175 FONTAINEBLEAU BLVD., SUITE 2G7, MIAMI, FL. 33172

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

LUZ E. VASQUEZ
175 FONTAINEBLEAU BLVD., SUITE 207
MIAMI, FLORIDA 33172

The undersigned has executed these Articles of Incorporation
this 08 day of MAY, 1995.



Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement in designating the registered office/registered agent, in the state of Florida.

First that ETERAM, INC.

desiring to organize under the laws of the State of FLORIDA

with its principal office, as indicated in the articles of incorporation has named LUZ E. VASQUEZ

located at 175 FONTAINEBLEAU BLVD., County of DADE
SUITE 207, MIAMI, FL. 33172

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

Luz Vasquez
Registered Agent

OFFICE OF THE
CLERK OF THE
SUPREME COURT
STATE OF
FLORIDA
TALLAHASSEE, FLORIDA

05/11/99 9 AM 10:56

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No Return Address

Requestor's Name

Eteram Inc.

Address

175 Fontainebleau Blvd, Ste. 1R-13

City/State/Zip

Phone #

Miami, FL 33172

Office Use Only

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97 APR 30 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 700002160047--6
-04/30/97--01040--007
*****35.00 *****35.00

4. _____
(Corporation Name) (Document #) 700002160047--6
-04/30/97--01040--008
*****52.50 *****52.50

☐ Walk in

☐ Pick up time _____

☐ 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 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

Amend

VS MAY 8 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

97 APR 30 PM 1:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ETERAM, INC.

Pursuant to the provisions of Section 607.1006, Florida Statute, this Florida profit corporation adopts the following articles of amendment to its article of incorporation:

AMENDMENT(S) ADOPTED: ARTICLE VII- MANAGEMENT: BEING AMENDED AS FOLLOWS:

MANUEL TAVARES - VICE PRESIDENT
175 FONTAINEBLEAU BLVD. SUITE 1R-13
MIAMI, FLORIDA 33172

JESUS VASQUEZ - PRESIDENT
175 FONTAINEBLEAU BLVD. SUITE 1R-13
MIAMI, FLORIDA 33172

LUI SARMIENTO DE VASQUEZ - SECRETARY/TREASURER
251 EAST 44TH STREET
HIALEAH, FLORIDA 33013

THE DATE OF THIS AMENDMENT'S ADOPTION WAS APRIL 21, 1997.

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS.

SIGNED THIS 21ST. DAY OF APRIL 21, 1997.

SIGNATURE: _____

MANUEL TAVARES Vice President
I.D. Passport #

SIGNATURE: _____

LUI S. VASQUEZ - REGISTERED AGENT
Passport # 134 9002

STATE OF FLORIDA
COUNTY OF DADE

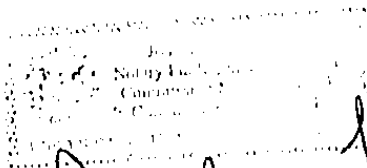
BEFORE ME, A Notary Public authorized to take acknowledgements in
the State and County set forth above, personally appeared

Jesus Vasquez

Luz. Sarmiento de Vasquez

Known to me and known to be the person (s) who executed the
attached ~~articles of amendment~~ to the Article of Incorporation
of: Everam, Inc.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in
the State and County aforesaid, this 21st. day of April, 1997.



Josefine J. Suber