

6/12/95

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINED STREET

MIAMI FL 33135-

3302-00003135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H95000006546)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LATEL INTERNATIONAL, INC.

FAX AUDIT NUMBER: H95000006546

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/12/1995

TIME REQUESTED: 13:17:28

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 0

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ACCOUNT NUMBER: 072450003255

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ENTER SELECTION AND <CR>:

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NUM CAPS Connect: 00:19:55

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CS JUN 13 AM 9:50
TALLAHASSEE, FLORIDA

16/13

10:15

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FILED
JAN 13 AM 9:50
FBI - MEMPHIS

ARTICLE I. NAME

ARTICLE II. NATURE OF BUSINESS

ARTICLE III. CAPITAL STOCK

ARTICLE IV. PRE-EMPTIVE RIGHTS

Robert A. Milne, Esq.
Florida Bar No: 622338
9350 South Dixie Highway, Penthouse Two
Miami, Florida 33156
Phone Number: 305-570-9994
Fax Number: 305-670-0948

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ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is 9350 S. Dixie Highway, PH 2, Miami, FL 33156. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is ROBERT A. MILNE, whose address is located at 9350 South Dixie Highway, Penthouse Two, Miami, Florida 33156.

ARTICLE IX. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge

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that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Directors and Officer of the corporation is:

OFFICERS AND SPECIFIC ADDRESS

Director, President, Vice President, Treasurer and Secretary is ALBERTO LINARES c/o Roth & Milne, 9350 S. Dixie Highway, PH2, Miami, FL 33156.

ARTICLE XI. SUBSCRIBER

The name and post office address of the Subscriber to these Articles of Incorporation is Robert A. Milne.

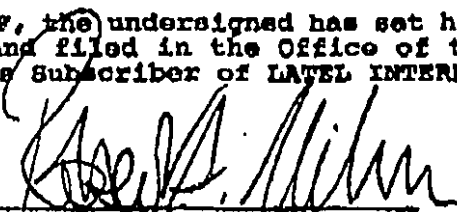
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ARTICLE XII. AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of LATEL INTERNATIONAL, INC.


 ROBERT A. MILNE
 CORPORATE SUBSCRIBER

STATE OF FLORIDA)

SS

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared ROBERT A. MILNE, the person described as Subscriber in and who executed the foregoing Articles of Incorporation for LATEL INTERNATIONAL, INC., to those Articles of Incorporation.

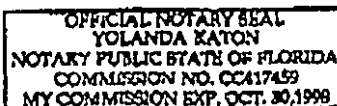
WITNESS my hand and official seal at Miami, Dade County, Florida this June 9, 1995.

(SEAL)

(signature)

Yolanda Katon
NOTARY PUBLIC, State of Florida

Commission Number:



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DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

LATEL INTERNATIONAL, INC. a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at 9350 S. Dixie Highway, PH2, Miami, FL 33156 has named Robert A. Milne as its agent to accept service of process within this state.

OFFICERS AND SPECIFIC ADDRESS

Director, President, Vice President, Treasurer and Secretary is Alberto Linares.

ACCEPTANCE:

I agree as Resident Agent of LATEL INTERNATIONAL, INC., to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law.

BY:

ROBERT A. MILNE

LATEL/articles

FILED
95 JUN 13 AM 9:50
TALLAHASSEE, FLORIDA

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P95000045469

AUG-31-1995 12:33
8/31/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:26 AM

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-
CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

DOCUMENT TYPE: BASIC AMENDMENT
NAME: LATEL INTERNATIONAL, INC.
FAX AUDIT NUMBER: H95000009898
DATE REQUESTED: 08/31/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$35.00

CURRENT STATUS: REQUESTED
TIME REQUESTED: 12:26:13
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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Cecilia M. ...
Linda

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1995 SEP -1 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 AUG 31 PM 1:56

September 1, 1995

LATEL INTERNATIONAL, INC.
9350 S. DIXIE HIGHWAY PH2
MIAMI, FL 33156

SUBJECT: LATEL INTERNATIONAL, INC.
REF: F95000045469

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000009698
Letter Number: 595A00040825

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida
32314

FUG-31-1995 12:33

P.00

③

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED

1995 SEP -1 PM 3:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LATEL INTERNATIONAL, INC.

P95000045469

(provide name)

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 X. Initial Officers and Directors shall be amended as follows:

Officers and Specific Address:

Director, President, Vice-President, Treasurer and Secretary is Gabriel Martinez, 1205 Washington Avenue, Suite 200, Miami Beach, FL 33139.

THIS INSTRUMENT PREPARED BY:
ROBERT A. MILNE, ESQ.
ROTH & MILNE
9350 S. Dixie Highway, PH2
Miami, FL 33156
Phone: (305) 670-9994
Fax: (305) 670-0948

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:

N/A

THIRD: The date of each amendment's adoption: August 30, 1995.

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.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 30th of August, 1995

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)



 ROBERT A. MILNE

INCORPORATOR

Title _____

THIS INSTRUMENT PREPARED BY:
 ROBERT A. MILNE, ESQ.
 ROTH & MILNE
 9350 S. Dixie Highway, PM2
 Miami, FL 33156
 Phone: (305) 670-5994
 Fax: (305) 670-0948

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