

D95000046100

TODD A. STERZOY
Holland and Knight

(Requestor's Name)

315 South Calhoun Street Suite 600

(Address)

Tallahassee, Florida 32302

(City, State, Zip)

(Phone #)

100001512691
-06/14/95--01020--018
****122.50 ****122.50

OFFICE USE ONLY

FILED
95 JUN 14 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. J A I A CORP, INTERNATIONAL
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 1:00

☒ 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

D. BROWN JUN 14 1995

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
JAVA CORP., INTERNATIONAL**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

95 JUN 14 PM 1:06
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is:

Java Corp., International

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Mailing Address

The initial mailing address of the corporation is c/o Alcides I. Avila, Esq., 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE V

Capital Stock

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock each having \$1.00 par value.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 701 Brickell Avenue Suite 3000, Miami, Florida 33131, and the name of the initial registered agent of this corporation is Intrastate Registered Agent Corporation.

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is:

Alcides I. Avila, Esq.
Suite 3000 - 701 Brickell Avenue
Miami, Florida 33131-3209

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the incorporator has executed these Articles on June 13, 1995.

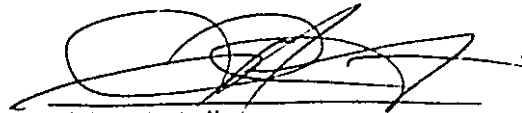


Alcides I. Avila

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Java Corp., International desiring to organize under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Intrastate Registered Agent Corporation, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as its agent to accept service of process within this state.

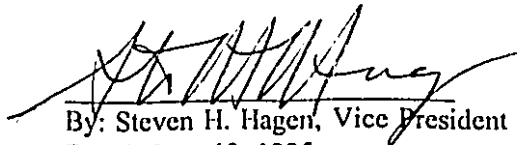


Alcides I. Avila
Incorporator

Dated: June 13, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Intrastate Registered Agent Corporation



By: Steven H. Hagen, Vice President
Dated: June 13, 1995

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95 JUN 14 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIA2-299931

995000046100

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)
425-5625

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-12/20/96--01003--029
*****87.50 *****87.50

OFFICE USE ONLY

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

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(Corporation Name) (Document #)
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

N. HENDRICKS DEC 20 1996

Examiner's Initials

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
JAVA CORP., INTERNATIONAL

FILED
96 DEC 19 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this corporation is JAVA CORP., INTERNATIONAL (the "Corporation").

2. This Amendment made to the Articles of Incorporation of the Corporation was duly adopted by majority vote of the Directors and the shareholders of the Corporation pursuant to § 607.0704 and § 607.0821 of the Florida Business Corporation Act as of November 1, 1996. A majority vote was sufficient for approval.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. Article V of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and the following language is inserted in lieu thereof:

ARTICLE V.

Capital Stock and Directors

The Corporation shall be authorized to issue two classes of common stock, referred to herein as the Series 1 Common Stock and Series 2 Common Stock, respectively. The relative rights and designations of each class of common stock shall be as set forth below:

(a) Series 1 Common Stock.

(1) Number and Par Value. The Corporation shall be authorized to issue up to one million (1,000,000) shares of Series 1 Common Stock. The Series 1 Common Stock shall have a par value of one cent (\$0.01) per share.

(2) Voting Generally. The affirmative vote of a majority of the shares of Series 1 Common Stock present and voting at a meeting of shareholders shall be required in order to approve of any of the following actions by the Corporation: (i) a merger, consolidation or other business combination involving the Corporation; (ii) a sale of substantially all of the assets of the Corporation; (iii) a liquidation, dissolution or other winding up of the Corporation; and (iv) an amendment to the Articles of Incorporation of the Corporation.

(3) Election of Directors. Holders of the Series 1 Common Stock shall have the right to (a) elect five directors to the Corporation's Board of Directors; and (b) cumulate their votes for the election of such directors.

(4) Equal Voting on Other Matters. Except as specified herein, each share of Series 1 Common Stock shall have the right to cast one vote on all matters presented to a vote of the shareholders of the Corporation.

(5) Rights to Corporate Distributions.

(A) With respect to any and all distributions of cash or other property by the Corporation, whether in the form of a dividend, liquidating distribution or otherwise, the Series 1 Common Stock, in the aggregate, shall have the right to receive an amount equal the product of (i) the total amount of such cash or other property distributed by the Corporation, multiplied by (ii) the Series 1 Allocative Share. Each share of Series 1 Common Stock shall have an equal right to share in the amount so allocated to the Series 1 Common Stock.

(B) The Series 1 Allocative Share shall be equal to the greater of (i) the Series 1 Pro Rata Share, or (ii) the Series 1 Minimum Share.

(C) The Series 1 Pro Rata Share shall be equal to a fraction, the numerator of which is the total number of shares of Series 1 Common Stock outstanding on the record date for a particular distribution of cash or other property, and the denominator of which is the total number of shares of both Series 1 and Series 2 Common Stock outstanding on such date.

(D) The Series 1 Minimum Share shall be equal to the product of (i) fifty percent (50%), multiplied by (ii) a fraction, the numerator of which is the total number of shares of Series 1 Common Stock outstanding on the record date for a particular distribution of cash or other property, and the denominator of which is one million (1,000,000).

(6) Convertibility. Each share of Series 1 Common Stock shall be convertible at any time into 5 shares of Series 2 Common Stock.

(b) Series 2 Common Stock.

(1) Number and Par Value. The Corporation shall be authorized to issue up to ten million (10,000,000) shares of Series 2 Common Stock. The Series 2 Common Stock shall have a par value of one cent (\$0.01) per share.

(2) Voting Generally. Each share of Series 2 Common Stock shall have the right to cast one vote on all matters presented to a vote of the shareholders of the Corporation. Except as noted in section (b)(2) below with respect to the Board of Directors, the Series 2 Common Stock shall not have the right to vote separately as a class on issues presented to a vote of the shareholders of the Corporation. All such matters shall be determined by a majority vote of all of the shares of Series 1 and Series 2 Common Stock combined, subject to the rights of holders of the Series 1 Common Stock in section (a) above.

(3) Election of Directors. If less than five hundred thousand (500,000) shares of Series 2 Common Stock are outstanding, the holders thereof shall not have the right to elect any directors to the Corporation's Board of Directors. If five hundred thousand (500,000) or more shares of Series 2 Common Stock are outstanding, the holders thereof shall have the right to elect a total of two (2) directors to the Corporation's Board of Directors. If one million (1,000,000) or more shares of Series 2 Common Stock are outstanding, the holders thereof shall have the right to elect a total of four (4) directors to the Corporation's Board of Directors. The holders of Series 2 Common Stock shall have the right to cumulate their votes for the election of directors for whom they are entitled to vote.

(4) Rights to Corporate Distributions. With respect to any and all distributions of cash or other property by the Corporation, whether in the form of a dividend, liquidating distribution or otherwise, the Series 2 Common Stock, in the aggregate, shall have the right to receive an amount equal the product of (i) the total amount of such cash or other property distributed by the Corporation, multiplied by (ii) the Series 2 Allocative Share. Each share of Series 2 Common Stock shall have an equal right to share in the amount so allocated to the Series 1 Common Stock. The Series 2 Allocative Share shall be equal to the difference of one (1), minus the Series 1 Allocative Share.

IN WITNESS WHEREOF, these Articles of Amendment have been
executed as of November 1, 1996.

JAVA CORP., INTERNATIONAL

By: Boris R. Cordisco
Name: Boris R. Cordisco
Title: Vice President

MIA3-429305