

P 95 0000 51512

6/30/95

Knightsbridge Consultants

Requester's Name  
155 S. MIAMI AVE. PH-1

Address  
Miami FL 33130

City State ZIP Phone

539-0005

VALIDATION ONLY

500001528935  
-07/03/95--01006--015  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

UNITED BUSINESS International Corp

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> After 4:30	<input type="checkbox"/> Mail Out	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

COPIED COPY

F. CHESSEY JUL 3 1995

**ARTICLES OF INCORPORATION**  
**OF**  
**UNITED BUSINESS INTERNATIONAL CORP.**

FILED  
NOV 15 1991  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

The undersigned, hereby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare:

**ARTICLE I - NAME**

The name of the corporation shall be **UNITED BUSINESS INTERNATIONAL CORP.**

**ARTICLE II - ACTIVITY**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III - MAXIMUM SHARES**

The maximum shares of stock, at ten cents (\$0.10) par value, that this Corporation is authorized to have outstanding at any time is **Nine hundred and ninety nine (999) shares**, as follows:

**MARCIO JORGE DE AGUIAR ESTEVES JUNIOR. . . . . 333 Shares**  
**245 S.E. 1ST STREET SUITE 321**  
**MIAMI, FL 33131**

**KALID SANTOS DA GAMA . . . . . 333 Shares**  
**245 S.E. 1ST STREET SUITE 321**  
**MIAMI, FL 33131**

**HARRY URQUIZA ANDRADE PEREIRA . . . . . 333 Shares**  
**245 S.E. 1ST STREET SUITE 321**  
**MIAMI, FL 33131**

**ARTICLE IV - AMOUNT OF INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business will not be less than **Ninety nine dollars (\$99.00)** Dollars.

**ARTICLE V - CAPITAL STOCK**

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lieu of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

**ARTICLE VI - EXISTENCE**

This Corporation is to have perpetual existence.

**ARTICLE VII - PRINCIPAL OFFICE**

The principal office of this Corporation shall be at:

**245 S.E. 1ST STREET SUITE 321  
MIAMI, FL 33131**

**ARTICLE VIII - BOARD OF DIRECTORS**

The number of the board of directors of the Corporation shall not be less than one person. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

**MARCIO JORGE DE AGUIAR ESTEVES JUNIOR . . . . .President  
245 S.E. 1ST STREET SUITE 321  
MIAMI, FL 33131**

**KALID SANTOS DA GAMA . . . . . Vice-President  
245 S.E. 1ST STREET SUITE 321  
MIAMI, FL 33131**

**HARRY URQUIZA ANDRADE PEREIRA . . . . . Secretary/Treasurer**  
**245 S.E. 1ST STREET SUITE 321**  
**MIAMI, FL 33131**

**ARTICLE IX - SHAREHOLDERS**

The names and post office addresses of each shareholder to the articles of incorporation are as follows:

**MARCIO JORGE DE AGUIAR ESTEVES JUNIOR**  
**245 S.E. 1ST STREET SUITE 321**  
**MIAMI, FL 33131**

**KALID SANTOS DA GAMA**  
**245 S.E. 1ST STREET SUITE 321**  
**MIAMI, FL 33131**

**HARRY URQUIZA ANDRADE PEREIRA**  
**245 S.E. 1ST STREET SUITE 321**  
**MIAMI, FL 33131**

**ARTICLE X - INCORPORATORS**

The names and post office addresses of each incorporator to the articles of incorporation are as follows:

**MARCIO JORGE DE AGUIAR ESTEVES JUNIOR**  
**245 S.E. 1ST STREET SUITE 321**  
**MIAMI, FL 33131**

**KALID SANTOS DA GAMA**  
**245 S.E. 1ST STREET SUITE 321**  
**MIAMI, FL 33131**

**ARTICLE XI - LIMITATIONS OF CORPORATE STOCK**

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is

eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

#### **ARTICLE XII - FURTHER RIGHTS**

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The undersigned, being the incorporators named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as hereinstated.

Subscribed at Miami, Dade County, Florida, this 29 day of JUNE, 1995.

  
**MARCIO JORGE DE AGUIAR ESTEVES JR.**

  
**KALID SANTOS DA GAMA**

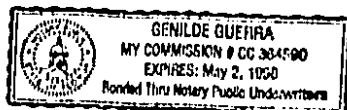
STATE OF FLORIDA     |  
                              |     SS.  
COUNTY OF DADE     |

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **MARCIO JORGE DE AGUIAR ESTEVES JR. and KALID SANTOS DA GAMA** who, after showing drivers licenses as identity and being duly sworn by me, depose and say that they signed the above foregoing Articles of Incorporation for the purposes therein set forth.

24 **WITNESS** my hand and official seal at Miami, Dade County, Florida, This day of June, 1995.

  
\_\_\_\_\_  
**Notary Public, State of Florida**

**My commission expires:**



**CERTIFICATE DESIGNATING  
PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in accordance with said Act:

That **UNITED BUSINESS INTL. CORP.** is qualified to do business under the laws of the State of Florida, with its principal office at **245 S.E. 1ST STREET SUITE 321, MIAMI, FL 33131** and has appointed **MARIO JORGE DE AGUIAR ESTEVES JR.** at the same principal office address as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby state that I am familiar with, understand and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
**MARCIO JORGE DE AGUIAR ESTEVES JR.**  
Registered Agent

FILED

1995 JUL -3 PM 2:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000051512

**LAW OFFICES OF ROBERT A. KRAVITZ**

155 South Miami Avenue, PH-1 - Miami, Florida 33130  
Tel: (305) 539-0003 - Fax: 539-1029 - After hours: 285-2071

July 31, 1995

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

300001553493  
-08/04/95--01058--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sirs,

Please find attached, amendment to the Articles of Incorporation of United Business International Corp, our client.

We would appreciate if the amendment certificate could be forwarded to our offices, at the above address.

Thank you very much.

Very Truly Yours,

  
Robert A. Kravitz, Esq.

FILED  
95 AUG 24 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
8/25  
OB





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 11, 1995

ROBERT A. KRAVITZ, ESQ.  
155 S. MIAMI AVE., PH-1  
MIAMI, FL 33130

SUBJECT: UNITED BUSINESS INTERNATIONAL CORP.  
Ref. Number: P95000051512

We have received your document for UNITED BUSINESS INTERNATIONAL CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document. (d)

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 195A00037653

**LAW OFFICES OF ROBERT A. KRAVITZ**

155 S. Miami Avenue, PH-1 - Miami, Florida 33130

Tel.: (305) 539-0003 - Fax: (305) 539-1029

August 21, 1995

Florida Department of State

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

Attn.: Velma Shepard

Corporate Specialist

Re.: Your letters no. 195A00037653 and 395A0003794  
dated August 11 and 10 respectively

Dear Sirs,

We are here enclosed, returning to you the Amendments to Articles of Incorporation mentioned on above referenced letters, with the corrections made as instructed. We have initialed each correction, hoping this will suffice.

Please inform us if further action is needed to correct the misspelled name of the Registered Agent in both corporations.

Very Truly Yours,

---

Robert A. Kravitz, Esq.

**AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
UNITED BUSINESS INTERNATIONAL CORP.**

FILED  
95 AUG 24 PM 2:32  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby for the purpose of amending the Articles of Incorporation of the corporation organized under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, incorporated on July 3, 1995 under number P95000051512 with the Secretary of State, amend the original Certificate Designating Place of business or Domicile within the State of Florida, for the purpose of correcting misspelled name of Registered Agent, as follows. All other Articles of Incorporation remain unaltered and in force.

**CERTIFICATE DESIGNATING  
PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in accordance with said Act:

That United Business International Corp. is qualified to do business under the laws of the State of Florida, with its principal office at 245 S.E. 1st Street Suite 321, Miami, FL 33131 and has appointed **MARCIO JORGE DE AGUIAR ESTEVES JR.** at the same principal office address as its agent to accept service of process within this state. Amendment adopted on July 28, 1995. Shareholder - action was not required for adoption of same. *R.A.K.*

**INCORPORATOR OF AMENDMENT**

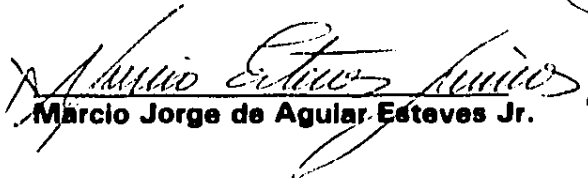
The name and post office address of the incorporator to the amendment of the Articles of Incorporation is as follows:

Marcio Jorge de Aguiar Esteves Jr.  
245 S.E. 1st Street, Suite 321  
Miami, Florida 33131

I, the undersigned, being the incorporator named for the purpose of amending the Articles of Incorporation of UNITED BUSINESS INTERNATIONAL CORP., a Corporation for profit to do business both within and out of the State of

Florida, hereby make, subscribe and acknowledge having filed these Amendments hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as heroinstated.

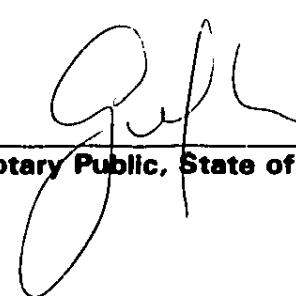
Subscribed at Miami, Dade County, Florida, this 28 day of July, 1995.

  
Marcio Jorge de Aguiar Esteves Jr.

STATE OF FLORIDA     }  
                                      }     SS.  
COUNTY OF DADE     }

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared Marcio Jorge de Aguiar Esteves Jr. who, after showing Passport as identity and being duly sworn by me, deposes and says that he signed the above foregoing Amendment to Articles of Incorporation for the purposes therein set forth.

**WITNESS** my hand and official seal at Miami, Dade County, Florida, This 28 day of July, 1995.

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:

