

P 95 0000 52052

Chapter Number Only

6/29/95 Maria

Knightbridge Consultants

Requestor's Name

155 S. Miami Ave Pent. 1

Address

Miami, FL 33130

City

State

ZIP

Phone

539.0005

VALIDATION ONLY

600001528936
-07203295--01006--016
****122.50 ****122.50

CORPORATION(S) NAME

SMARTech Corp.

FILED
1995 JUL -6 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



MPRE Toll Free: 1-800-432-3028

<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"/> Call When Ready	<input type="checkbox"/> After 4:30	<input type="checkbox"/> Mail Out
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up

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

CERTIFIED COPY

W-1345
502

F. CHESSEY JUL 6 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1995

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: SMARTECH CORP.
Ref. Number: W95000013451

We have received your document for SMARTECH CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 695A00032405

95 JUL 5 10 41
14 01 95 JUL 5
RECEIVED
CORPORATIONS
DIVISION

ARTICLES OF INCORPORATION

OF

SMARTECH INTERNATIONAL CORP.

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 **SMARTECH 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 **One Thousand (1,000) shares**, as follows:

MARCIO JORGE DE AGUIAR ESTEVES JUNIOR. 250 Shares
245 S.E. 1ST STREET SUITE 321
MIAMI, FL 33131

ADRIANA DE BARROS ARAUJO 240 Shares
245 S.E. 1ST STREET SUITE 321
MIAMI, FL 33131

MANTEL SERVICOS COMERCIO E REPRES. LTDA.. . . . 510 Shares
AV. RECIFE, 2879-A - IPSEP
RECIFE, PERNAMBUCO, BRASIL - 50000

FILED
1995 JUL - 6 PM 1:16
TALLAHASSEE
SECRETARY OF STATE

ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business will not be less than **One hundred dollars (\$100.00) 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 JUNIORPresident
245 S.E. 1ST STREET SUITE 321
MIAMI, FL 33131**

**ADRIANA DE BARROS ARAUJO Vice-President
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**

**ADRIANA DE BARROS ARAUJO
245 S.E. 1ST STREET SUITE 321
MIAMI, FL 33131**

**MANTEL SERVICOS COMERCIO E REPRES. LTDA.
AV. RECIFE, 2879-A - IPSEP
RECIFE, PERNAMBUCO, BRASIL - 50000**

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**

**ADRIANA DE BARROS ARAUJO
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 24 day of JUNE, 1995.


MARCIO JORGE DE AGUIAR ESTEVES JR.


ADRIANA DE BARROS ARAUJO

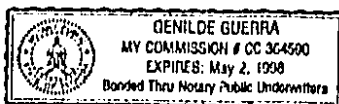
STATE OF FLORIDA |
 | SS.
COUNTY OF DADE |

Beforo me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **MARCIO JORGE DE AGUIAR ESTEVES JR. and ADRIANA DE BARROS ARAUJO** who, after showing DEWEES GUERRA 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.

WITNESS my hand and official seal at Miami, Dade County, Florida, This 29 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 **SMARTECH 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 **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 heroby 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 -6 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9 50000 52052

LAW OFFICES OF ROBERT A. KRAVITZ

155 South Miami Avenue, P11-1 - Miami, Florida 33130
Tel: (305) 539-0003 - Fax: 539-1029 - After hours: 285-2071

July 31, 1996

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

Dear Sirs,

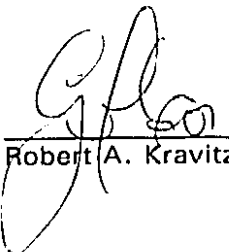
FILED
95 AUG 24 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please find attached, amendment to the Articles of Incorporation of Smartech 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.

500001554915
-08/08/95--01040--020
*****35.00 *****35.00

AMEND
FILE
8-25



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

August 10, 1995

LAW OFFICE OF ROBERT A. KRAVITZ
155 SOUTH MIAMI AVENUE
PH-ONE
MIAMI, FL 33130

SUBJECT: SMARTECH INTERNATIONAL CORP.
Ref. Number: P95000052052

We have received your document for SMARTECH 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):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document. C

PLEASE COMPLETE THE ENCLOSED FORM AND SUBMIT ALONG WITH YOUR AMENDMENT TO THE ARTICLES.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 395A00037494

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
SMARTECH INTERNATIONAL CORP.**

FILED
95 AUG 26 AM 9:39
CLERK OF COURT
STATE OF FLORIDA

I, the undersigned, heroby 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 6, 1995 under number P95000052052 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 Smartech 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 SMARTECH INTERNATIONAL CORP., a Corporation for profit to do business both within and out of the State of Florida,

heroby make, subscribe and acknowledge having filed those Amen Imonta
heroby 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.
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.

G. H.
Notary Public, State of Florida

My commission expires:

