

Jul 24 1995 11:37 AM FROM GARRY NELSON 305 285-1982 TO FL DIV OF CORP

P.01

7/24/95
2:28 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: GARRY NELSON
DEPARTMENT OF STATE 801 BRICKELL AVE., 9 FLOOR
STATE OF FLORIDA MIAMI FL 33131-0000
409 EAST GAINES STREET CONTACT: GARRY NELSON
TALLAHASSEE, FL 32399 PHONE: (305) 374-2002
FAX: (904) 922-4000 FAX: (305) 285-1982
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: GEBBEN (USA), INC.
FAX AUDIT NUMBER: H95000008125 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/24/1995 TIME REQUESTED: 14:27:53
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER:
073160001106

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submitting
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((H95000008125))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

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95 JUL 24 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SDG

RECEIVED
95 JUL 24 PM 3:22
DIVISION OF CORPORATIONS

FAX audit number H9500 125

**ART. OF INCORPORATION
OF
GIBBEN (USA), INC.**

**ARTICLE I
NAME**

The name of the Corporation is **GEBBEN (USA), INC.** The principal place of business and mailing address of the Corporation is 25 SE 2nd Avenue, #502, Miami FL 33131.

**ARTICLE II
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III
PERMITTED ACTIVITY**

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

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be 100 shares of voting common stock, having an individual par value of \$1.00.

**ARTICLE V
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe, purchase, or otherwise acquire such shares.

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TALLAHASSEE FLORIDA

Garry Nelson
801 Brickell Ave., 9th Floor (305) 374-2002
Miami FL 33131 - FL Bar No. 717266

FAX audit number H95000008125

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 801 Brickell Avenue, 9th Floor, Miami FL 33131. The initial Registered Agent at that address is Garry Nelson.

**ARTICLE VII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement in effect.

The name and address of the member of the first Board of Directors who shall serve until the first annual meeting of shareholders or until successors are elected and qualified shall be:

NAME

ADDRESS

Renato Saraiva Pereira Lima

7997 SW 105 Place,
Miami FL 33173

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is: Garry Nelson, 801 Brickell Avenue, 9th Floor, Miami FL 33131.

**ARTICLE IX
INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

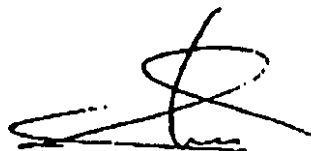
Jul 24, 1995 02:41PM FROM Garry Nelson 385 285-1982 TO FL DIV OF CORP

P.04

FAX audit number H95000008125

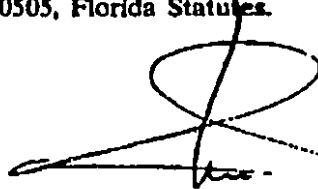
Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of July 1995.



Garry Nelson, Incorporator

Pursuant to Section 607.0501, Florida Statutes, having been named to accept service of process for GEBREN (USA), INC., at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.



Garry Nelson, Registered Agent

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95 JUL 24 AM 8:51
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TALLAHASSEE FLORIDA

P95000057131

OFFICE USE ONLY (Document #)

Betty Londono
(Requestor's Name)
PO Box 205
(Address)
Apalachicola FL 32329
(City, State, Zip) (Phone #)
653-4245

OFFICE USE ONLY

900001603593
-10/09/95--01015--003
****210.00 *****87.50

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

1. Land & Castle Realty Inc.
(Corporation Name) (Document #)
2. (Corporation Name) (Document #) name
3. (Corporation Name) (Document #) change
4. (Corporation Name) (Document #) amend

- ☒ Walk in ☐ Pick up time ☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certified Copy ☐ 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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

AMENDMENTS	
<input checked="" 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

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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95 SEP 26 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
95 SEP 26 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Land & Castle Realty Inc.
(present 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)

FIRST

The name of the corporation shall be:

Land & Castle International ~~Inc.~~ Corp.

NINTH

The street address of the corporation is

43 Island Drive, Eastpoint, FL 32328

TENTH

The mailing address of the corporation is

43 Island Drive, Eastpoint, FL 32328

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:

THIRD: The date of each amendment's adoption: 09-25-95

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 25th of September, 19 95

Signature  President
(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)

Betty Jean Londono
Typed or printed name

President
Title