P95000061041

AMERILAWYER®
(Requestor's Name)
343 ALMERIA AVENUE
(Address)
CORAL GABLES, FL 33134 – (305) 445-2700
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
STG INTERNATIONAL GROUP CORP.

1. ______ (Corporation Name) ______ (Document #)
2. ______ (Corporation Name) ______ (Document #)
3. ______ (Corporation Name) ______ (Document #)
4. ______ (Corporation Name) ______ (Document #)

[✓] Walk in [ ] Pick up time ______ [ ] Certified Copy

[ ] Mail out [ ] Will wait [ ] Photocopy [ ] Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

CR2E031(10/92)

ARTICLES OF INCORPORATION

OF

STG INTERNATIONAL GROUP CORP.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **STG INTERNATIONAL GROUP CORP.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1111 Kane Concourse, Suite 518, Bay Harbor Island, Florida 33154 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

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

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Oleg Tugay
Secretary:	Yakov Gitman
Treasurer:	Yakov Gitman

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Oleg Tugay
Yakov Gitman

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR ($1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 12 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7 August 1995.

95 AUG -8 PM 1:09

Elsie Sanchez, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®

By: ______________________

Natalia Utrera, Vice President

JOSEPH R. COLLETTI
ATTORNEY AT LAW
SUITE 910
9550 BISCAYNE BOULEVARD
MIAMI, FLORIDA 331[illegible]7

MEMBER: FLORIDA BAR
TEXAS BAR

(3[illegible]5) 576-2600
FAX (3[illegible]5) 576-1750

P95000061041

July 2, 1997

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

Re: STG International Group, Corp.,
a Florida Corporation

100002232001--3
-07/07/97--01167--002
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed herewith please find original and copy of Amendment to Articles of Incorporation of STG International Group Corp., a Florida Corporation, for filing. Kindly date stamp the date of filing on the copy and return same to the undersigned attorney.

Also, enclosed is a check in the amount of $35.00 made payable to the Secretary of State representing the fee for filing this document.

Thanking you kindly, I remain,

Sincerely yours,

JOSEPH R. COLLETTI, ESQUIRE
Law Offices

By ______________________
JOSEPH R. COLLETTI

JRC: jr
Encl.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STG INTERNATIONAL GROUP, CORP.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President and Secretary	Oleg Tugay
Vice-President:	Vladimir Okun
Vice-President:	Lyudmila Shubina

ARTICLE 6 - DIRECTORS

The directors of the Corporation shall be:

Oleg Tugay

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provision for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendments' adoption: 7/2/97.

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 2nd day of July, 1997.

Signature ______ S, President/Director
by the Chairman or Vice Chairman of the Board of Directors, President of 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

OLEG TUGAY
typed or printed name

PRESIDENT
title