

P9500006875/

10-01-1995 09:21 EST

190-495-4000

P.01

S

12:21 AM

PUBLIC ACCESS SYSTEM

((H95000009876)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H95000009876)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GOLTHO INTERNATIONAL, INC.

FAX AUDIT NUMBER: H95000009876

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/06/1995

TIME REQUESTED: 12:21:10

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Aud number on the top and bottom of all pages of the document.

((H95000009876)))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:1

RECEIVED  
TALLAHASSEE, FLORIDA

SEP-6 AM 9:22

8010 IN 5-0010

00000000

JAN-02-1900 04:21 FROM

TO

19049224000

P.02

PREPARED BY:  
SERGIO MASSA, ACCOUNTANT  
BUSINESS AUTHORITY CORP.  
8347 S.W. 40th ST.  
MIAMI, FL 33155  
TEL: (305) 220-3420

ARTICLES OF INCORPORATION OF  
GOLTHO INTERNATIONAL, INC.

ARTICLE I NAME

The name of this corporation is GOLTHO INTERNATIONAL, INC.

ARTICLE II DURATION

This corporation shall have perpetual existance commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

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

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 4770 Biscayne Blvd. Ste 1400, Dade County, Miami, Florida 33137. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

H9500009876

H9500009876

SEP-6 PM 9:22  
SECRETARY OF STATE  
FLORIDA

495000009876

# ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Mario Leonardo President, Secretary	4770 Biscayne Blvd. No. 1400 Miami, FL 33137

# ARTICLE VIII INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

NAME	ADDRESS
Mario Leonardo	4770 Biscayne Blvd. No. 1400 Miami, FL 33137

# ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

495000009876

## ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

## ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

## ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

## ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 4770 Biscayne Blvd. No. 1400, Miami, FL. 33137 and the name of the initial registered agent of this corporation at that address is Mario Leonardo.

H95000009876

H95000009876

14-00-1500 04:22 FROM

TO

19049224000

P.05

H9 50000987 6

IN WITNESS WHEREOF, the undersigned being the original incorporator for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and hereunto set our hands and seals this 5th day of September, 1995.

  
Mario Leonardo

H9 50000987 6

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

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

1. COLTHO INTERNATIONAL INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, State of Florida, has named Mario Leonardo, located at 4770 Biscayne Blvd. No. 1400, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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

  
Mario Leonardo