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11:16 AM

PUBLIC ACCESS SYSTEM
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FROM: EMPLOYE CORPORATION COMPANY
149 W. FLORIDA
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MIAMI, FL 33135-
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PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000010256)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: D & D INTERNATIONAL MANAGEMENT, INC.
FAX AUDIT NUMBER: H95000010256
DATE REQUESTED: 09/14/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
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NUM Connect: 00:04:0

FILED
95 SEP 14 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/14
824 11 11 28

PREPARED BY:
SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33188
TEL: (305) 220-3480

ARTICLES OF INCORPORATION OF
D & D INTERNATIONAL MANAGEMENT, INC.

ARTICLE I NAME

The name of this corporation is D & D INTERNATIONAL MANAGEMENT, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence 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 8213 S.W. 72 Av. No. 352, Dade County, Miami, Florida 33143. 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.

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TALLAHASSEE, FLORIDA

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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
Editza Gibory President, Secretary	7505 S.W. 82nd St. No. 205 Miami, FL 33143

ARTICLE VIII INCORPORATOR

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

NAME	ADDRESS
Editza Gibory	7505 S.W. 82nd St. No. 205 Miami, FL 33143

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.

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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 7505 S.W. 82nd Av. No. 205, Miami, FL. 33143 and the name of the initial registered agent of this corporation at that address is Editza Gibory.

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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 13th day of September, 1998.

Editha Gibory
Editha Gibory

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**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. D & D INTERNATIONAL MANAGEMENT, 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 Editza Gibory, located at 7505 S.W.
82nd St. No. 205, 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.

Editza Gibory
Editza Gibory

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95 SEP 14 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE: 16
(Address)

MIAMI, FLORIDA 33174 (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6715

FILED
96 JAN 12 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
20000160000002
-01/12/96--010000023
*****50.00 *****50.00

OFFICE USE ONLY

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

1. D & D INTERNATIONAL MANAGEMENT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certificate of Status

RECEIVED
96 JAN 12 PM 12:11
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

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

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

Amendment
1/12/96
JC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

D & D INTERNATIONAL MANAGEMENT, INC.

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

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

Article VI : The new address of the principal office and mailing address of this corporation will be:

C/O GERARDO BOLIVAR
5600 S.W. 135 AVENUE STE # 106-B
MIAMI, FLORIDA, 33183

Article VI : The names and address of the new directors of the corporation, whom shall hold office for the first year or until their successors are duly elected and qualified, shall be:

NAME

ADDRESS



GERARDO BOLIVAR
PRESIDENT

5600 SW 135 AVENUE STE # 106-B
MIAMI, FL 33183

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TALLAHASSEE, FLORIDA


PABLO HERNANDEZ
TREASURER

5600 SW 135 AVENUE STE # 106-B
MIAMI, FLORIDA 33183

(continued)


PEDRO GIL
SECRETARY

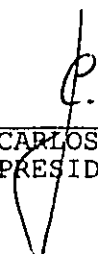
5600 SW 135 AVENUE STE # 106-B
MIAMI, FLORIDA 33183


FRANCISCO LOPEZ
VICE-PRESIDENT

5600 SW 135 AVENUE STE # 106-B
MIAMI, FLORIDA 33183


JORGE DAVALOS
VICE-PRESIDENT

5600 SW 135 AVENUE STE # 106-B
MIAMI, FLORIDA 33183


JUAN CARLOS CABRERA
VICE-PRESIDENT

5600 SW 135 AVENUE STE # 106-B
MIAMI, FLORIDA 33183

ARTICLE XIII: The new street address of the registered office of this corporation and the new registered agent is :

JORGE DAVALOS
5600 SW 135 AVENUE STE # 106-B
MIAMI, FLORIDA 33183

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:

(continued)

THIRD: The date of each amendments(s): December 28, 1995

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendments(s) was/were approved by the shareholders. The number of votes cast for the amendments(s) was/were sufficient for a 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 amendments(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 28 day of December, 1995

By : 
(Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)
OR
(A Director if adopted by the directors)
OR
(By an incorporator if adopted by the incorporators)

GERARDO BOLIVAR
President

(continued)

HAVING BEEN NAMES AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY ACCEPT THE APPOINTMENT AS REGISTER AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS MY POSITION AS REGISTERED AGENT.


JORGE DAVALOS
DECEMBER 28, 1995