

JAN 03 1996 17:53

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: ENCORE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1402 W. FLAGLER ST.
STATE OF FLORIDA SUITE 200
409 EAL. GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (904) 922-4000 FAX: (305) 541-3770

(((H96000000156))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: R.M.S.B. TRADING, CORP.

FAX AUDIT NUMBER: H96000000156

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/03/1996

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95 JAN -4 AM 9:33
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TALLAHASSEE, FLORIDA

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95 JAN -4 AM 7:57

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PREPARED BY:
B & L BUSINESS, INC.
141 NE 3 AVE
MIAMI, FL 33132
(305) 373-6211
Gil Ubieta

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: **R. M. S. B. TRADING, CORP.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**141 NORTH EAST 3RD AVENUE SUITE 201
MIAMI, FLORIDA 33132**

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**141 NORTH EAST 3RD AVENUE SUITE 201
MIAMI, FLORIDA 33132**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

PAULO ROBERTO SANTIAGO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

PAULO ROBERTO SANTIAGO
- PRESIDENT -

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

PAULO ROBERTO SANTIAGO
141 NORTH EAST 3RD AVENUE SUITE 201
MIAMI, FLORIDA 33132

ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

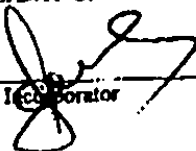
ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 13th DAY OF DECEMBER OF 1995.


Incorporator

H96000000156

H960000000.
H96000000156

STATE OF FLORIDA)
COUNTY OF DADE)

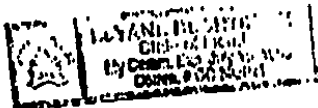
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **PAULO ROBERTO SANTIAGO** KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL.

IN THE STATE AND COUNTY AFORESAID THIS 13th DAY OF DECEMBER, 1995.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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95 JUN -4 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT R. M. & B. TRADING, CORP. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED PAULO ROBERTO SANTIAGO, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF R. M. & B. TRADING, CORP. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 13th DAY OF DECEMBER, 1995.



Registered Agent

H96000000156

8

((H96000007966))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200

MIAMI FL 33135- 02-

CONTACT: RAY STORMONT

PHONE: (305) 641-3094

FAX: (305) 641-3770

((H96000007966))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: R.M.S.B. TRADING, CORP.

FAX AUDIT NUMBER: H96000007966

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/06/1996

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CERTIFICATE OF STATUS: 0

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96 JUN -7 PM 1:19
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TALLAHASSEE, FLORIDA

Corrected - ok ✓
Lund

DIVISION OF CORPORATIONS

96 JUN -7 AM 10:24

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EMPIRE CORPORATE KIT

JUN-07-1996 09:49

P.02/03



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 7, 1996

R.M.S.B. TRADING, CORP.
141 NORTHEAST 3RD AVENUE
SUITE 201
MIAMI, FL 33132

SUBJECT: R.M.S.B. TRADING, CORP.
REF: F96000000800

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Linda Stitt
Corporate Specialist

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Letter Number: 896A00028492

B & L Business Legal
141 NE 3rd Avenue
Suite 206
Miami, FL 33132
(305) 573-6211
Elyane Bechtelger

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96 JUN -7 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
R. M. S. B. TRADING, CORP.**

PURSUANT TO THE PROVISIONS OF SECTION 607.106, FLORIDA STATUTES, THE UNDERIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FEELST

AMENDMENT ADOPTED:

1 - THE NEW PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER, DIRECTOR AND REGISTERED AGENT FOR THIS CORPORATION WILL BE:

ROBERTO MARQUES DE S. RODRIGUES

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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: MAY 6th 1996

FOURTH:

ADOPTIONS OF AMENDMENTS:

2. THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING CIRCLE.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(s).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY

(Voting Issues)

SIGNED THIS 6th DAY OF MAY, 1996.

M. S. B. TRADING, CORP.

PY:

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Typed or printed name: **PAULO ROBERTO SANTIAGO**
Title: **PRESIDENT / INCORPORATOR**

1401 N.E. 2nd Avenue - Suite 206 - Miami, Florida 33132 - Tel: (305) 373 4911 Fax: (305) 373 7207 - E-mail: info@1234business.com