

996000000178/

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Rosario & Sons, Inc

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN -5 AM 10:57

JAN - 8 1995

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|--------|-----------|--------------|
| DATE | 1/5/96 | | |
| TIME | 1:00 | | CK No. _____ |
| BY | CD | | |

WALK-IN
Will Pick Up _____

| | C.C. FEE. | DISBURSED |
|---|-----------|-----------|
| <input type="checkbox"/> Capital Express™ | | |
| <input checked="" type="checkbox"/> Art. of Inc. File | | |
| <input type="checkbox"/> Corp. Record Search | | |
| <input type="checkbox"/> Ltd. Partnership File | | |
| <input type="checkbox"/> Foreign Corp. File | | |
| <input checked="" type="checkbox"/> () Cert. Copy(s) | | |
| <input type="checkbox"/> Art. of Amend. File | | |
| <input type="checkbox"/> Dissolution/Withdrawal | | |
| <input type="checkbox"/> C U S- | | |
| <input type="checkbox"/> Fictitious Name File | | |
| <input type="checkbox"/> Name Reservation | | |
| <input type="checkbox"/> Annual Report/Reinstatement | | |
| <input type="checkbox"/> Reg. Agent Service | | |
| <input type="checkbox"/> Document Filing | | |
| <input type="checkbox"/> Corporate Kit | | |
| <input type="checkbox"/> Vehicle Search | | |
| <input type="checkbox"/> Driving Record | | |
| <input type="checkbox"/> Document Retrieval | | |
| <input type="checkbox"/> UCC 1 or 3 File | | |
| <input type="checkbox"/> UCC 11 Search | | |
| <input type="checkbox"/> UCC 11 Retrieval | | |
| <input type="checkbox"/> File No.'s, _____ Copies | | |
| <input type="checkbox"/> Courier Service | | |
| <input type="checkbox"/> Shipping/Handling | | |
| <input type="checkbox"/> Phone () | | |
| <input type="checkbox"/> Top Priority | | |
| <input type="checkbox"/> Express Mail Prep. | | |
| <input type="checkbox"/> FAX () pgs. | | |
| SUBTOTALS | | |

100001880861
-01/05/96--01102--010
****122.50 ****122.50

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

RECEIVED
96 JAN -5 PM 3:35
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ROSARIO & SONS, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -5 AM 10:57

ARTICLE I - NAME

The name of this corporation is Rosario & Sons, Inc.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exist or may be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "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 pro-rata 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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal place of business of this corporation is 686 Glenridge Road, Key Biscayne, Florida 33149 and the name of the initial Registered Agent of this corporation is Preston D. Hix, 682 SE Norseman Drive, Port St. Lucie, Florida 34984.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however there shall never be less than one nor more than five. The name and address of the initial Board of Directors of this corporation is:

H. P. Hirsch
686 Glenridge Road
Key Biscayne, Florida 33149

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Preston D. Hix
682 SE Norseman Drive
Port St. Lucie, Florida 34984

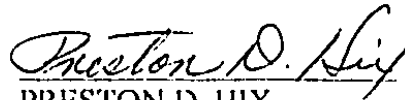
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors and any right conferred upon the shareholders is subject to this reservation.

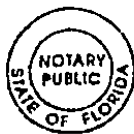
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 2nd day of January, 1996.


PRESTON D. HIX
Incorporator

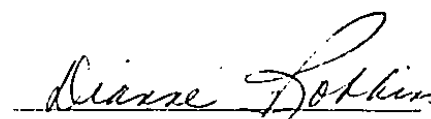
STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared PRESTON D. HIX, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and he did not take an oath.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 2nd day of January, 1996.



DIANNE J. ROBBINS
My Comm Exp. 2/11/97
Bonded By Service Ins
No. CC258351
☒ Personally Known ☐ Other I. O.


Dianne J. Robbins
Notary Public, State of Florida

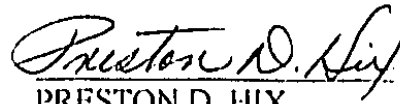
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN -5 AM 10:58

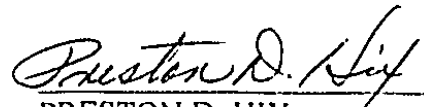
In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that Rosario & Sons, Inc. is desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 686 Glenridge Road, Key Biscayne, Florida 33149, has named Preston D. Hix, 682 SE Norseman Drive, Port St. Lucie, Florida 34984, as its agent to accept service of process within Florida.

Dated January 2, 1996


PRESTON D. HIX
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


PRESTON D. HIX
Registered Agent

P9600001781

CAPITAL CONNECTION
 417 E. Virginia St., Suite 1, Tallahassee, FL 32302 922-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*No
 5/17*

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY *[Signature]* _____

WALK-IN 5/16 3:00
 Will Pick Up _____

RE: *[Signature]*

| | C.C. FEE. | DISBURSED |
|-----------------------------|-----------|-----------|
| Capital Express™ | | |
| Art. of Inc. Filing | | |
| Corp. Record Search | | |
| Ltd. Partnership Filing | | |
| Foreign Corp. Filing | | |
| () Cert. Copy(s) | | |
| Art. of Amend. Filing | | |
| Dissolution/Withdrawal | | |
| C U S - | | |
| Fictitious Name Filing | | |
| Name Reservation | | |
| Annual Report/Reinstatement | | |
| Reg. Agent Service | | |
| Document Filing | | |
| Corporate KII | | |
| Vehicle Search | | |
| Driving Record | | |
| Document Retrieval | | |
| UCC 1 or 3 Filing | | |
| UCC 11 Search | | |
| UCC 11 Retrieval | | |
| Filing No.'s, Copies | | |
| Courier Service | | |
| Shipping/Handling | | |
| Phone () | | |
| Top Priority | | |
| Express Mail Prop. | | |
| FAX () pgs. | | |

SUBTOTALS

| | |
|--------------------------------|--|
| FEE..... | |
| DISBURSED..... | |
| SURCHARGE..... | |
| TAX on corporate supplies..... | |
| SUBTOTAL..... | |
| PREPAID..... | |
| BALANCE DUE..... | |

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



96 MAY 17 AM 8:41
FLORIDA DEPARTMENT OF CORPORATIONS
Sandra Blomquist
Secretary of State

May 16, 1996

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL 32301

SUBJECT: ROSARIO & SONS, INC.
Ref. Number: P96000001781

We have received your document for ROSARIO & SONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 996A00024460

Corrected

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ROSARIO & SONS, 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)

Amend Article 1 - Name

The new name of the corporation shall be

INTERNATIONAL ASSOCIATED PARTNER GROUP, INC.

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: May 7, 1996

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 incorporator(s) without shareholder action and shareholder action was not required.

(continued)

FILED
MAY 17 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 7th day of May, 19 36.

Signature

Preston D. Hix

(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)

Preston D. Hix

Typed or printed name

Incorporator

Title