

1/16/96 10:37

1/16/96

FLORIDA DIVISION OF CORPORATIONS

P.27

10:00 AM

((H96000000692))

ELECTRONIC FILING COVER SHEET

10: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE
STATE OF FLORIDA

1402 W FLAGLER ST
SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 641-3094

FAX: (305) 641-3770

((H96000000692))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GLOBEWAY INTERNATIONAL CONSULTING, CORP.

FAX AUDIT NUMBER: H96000000692

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/16/1996

TIME REQUESTED: 10:00:20

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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** ENTER 'M' FOR MENU, **

ENTER SELECTION AND <CR>:

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NUM CAPS Connect: 00:31:4



FILED
95 JAN 16 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

84-2-13 51-10-96

RECEIVED

H96000000692

Elyane Bechtinger

PREPARED BY:
B & L BUSINESS LEGAL, INC.
141 N. E. 3RD STREET STE No. 201
MIAMI, FL. 33132 (305) 375-8111

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

GLOBEWAY INTERNATIONAL CONSULTING, CORP

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**141 NORTH EAST 3rd AVENUE SUITE No. 201
MIAMI, FLORIDA 33132**

FILED
95 JUN 16 PM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 No. 201
MIAMI, FLORIDA 33132**

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

B & L BUSINESS LEGAL, INC.

H96000000692

H960 00000692

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:

- NO DIRECTORS HAVE BEEN APPOINTED AT THIS TIME -

ARTICLE VII - INCORPORATOR

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

B & L BUSINESS LEGAL, INC.
141 NORTH EAST 3rd AVENUE SUITE No. 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.

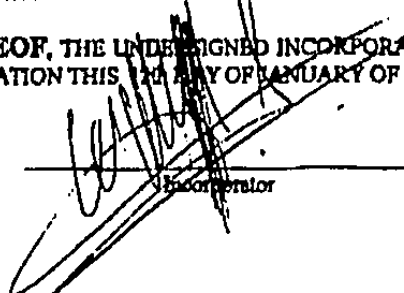
ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

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 EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 1st DAY OF JANUARY OF 1996.


Incorporator

H960 00000692

H96000000692

STATE OF FLORIDA)

COUNTY OF DADE)

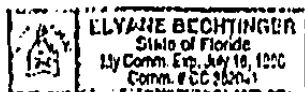
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED B & L BUSINESS LEGAL, INC. KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME. IN WITNESS WHEREOF,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

IN THE STATE AND COUNTY AFORESAID THIS 12th DAY OF JANUARY, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



H96000000692

H96000000692

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

WITNESSETH:

THAT GLOBEWAY INTERNATIONAL CONSULTING, 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 B & L BUSINESS LEGAL, INC., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF GLOBEWAY INTERNATIONAL CONSULTING, CORP. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 12th DAY OF JANUARY, 1996.


Registered Agent

FILED
95 JAN 16 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000000692

P96000004740

JUN-19-1996 11:58 AM P.02
6/18/96 FLORIDA DIVISION OF CORPORATIONS 1:52 PM

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

(((H96000008511))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: GLOBEWAY INTERNATIONAL CONSULTING, CORP.
FAX AUDIT NUMBER: H96000008511 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/18/1996 TIME REQUESTED: 13:52:34
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER: 072450003266

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96 JUN 19 PM 2:25
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Handwritten signature

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JUN 19 1996
15:12 PM

JUN-18-1996 14:52
07/18/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

P.07/22

(((H96000008511))) 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
PHONE: (305) 541-3094
FAX: (904) 922-4000 FAX: (305) 541-3770

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JUN 18 PM 2:25
TALLAHASSEE, FLORIDA

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95 JUN 18 PM 3:35

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96 JUN 19 PM 2:25

SEAL
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 18, 1996

GLOBEWAY INTERNATIONAL CONSULTING, CORP.
141 N.E. 3RD AVENUE
SUITE NO. 201
MIAMI, FL 33132

SUBJECT: GLOBEWAY INTERNATIONAL CONSULTING, CORP.
REF: P96000004740

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000008511
Letter Number: 096A00030283

JUN-19-1996 14149

EMPIRE CORPORATE KIT

P.03

Prepared By:

Elyane Bechtlinger
B & L Business Legal, Inc.
141 NE 3rd Ave. #206
Miami, FL 33132
305 373-6211

B & L

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GLOBEWAY INTERNATIONAL CONSULTING, CORP.**

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

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

MAURO DO VAL ALCANTARA

141 NE 3 AVE
SUITE 900
MIAMI, FL 33132

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: JUNE 14th 1996.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X 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 GROUPS.

(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 group)

SIGNED THIS 14th DAY OF JUNE, 1996.

GLOBEWAY INTERNATIONAL CONSULTING, CORP.

BY:

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

Typed or printed name: **WILLIAM ANGELO DOS SANTOS / B & L BUSINESS LEGAL, INC.**

Title: **PRESIDENT / INCORPORATOR**

11580000096H

11580000096H

FILED
96 JUN 19 PM 2:26
TALLAHASSEE, FLORIDA

PREPARED BY:
ELVANE BROTHMAN
S. A. L. BUSHING & LEGAL, INC.
141 N. E. 2nd AVE. 8TH FLOOR
MIAMI, FL. 33132 (305) 372-4211

96 JUN 19 PM 2:26
FILED
TALLAHASSEE, FLORIDA

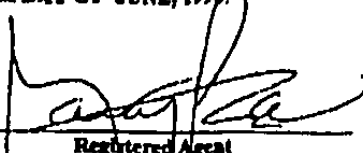
**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT **GLOBEWAY INTERNATIONAL CONSULTING, 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 **MAURO DO VAL ALCANTARA**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **GLOBEWAY INTERNATIONAL CONSULTING, CORP.** TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF **REGISTERED AGENT** FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 14TH DAY OF JUNE, 1996.



Registered Agent