

P9600000 6919  
Certificate Number Only

1/19/96  
Requestor's Name  
OFFICINA MADRIGAL  
Address  
4160 W. 16 AVE #210  
Hialeah, FL 33012  
City State ZIP Phone

822-7220

EFFECTIVE DATE  
CORPORATION(S) NAME 1-19-96

VALIDATION ONLY

FILED  
JAN 23 PM 2:28  
TALLAHASSEE, FLORIDA

400001695614  
-01/23/96-011000  
\*\*\*\*122.50 \*\*\*\*122.50

TRANSWORLD INVESTMENTS GROUPS A, INC.

☒ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☒ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Amendment  
☐ Dissolution  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call If Problem  
☐ Will Wait  
☐ Merger  
☐ Mark  
☐ Other  
☐ Change of Registered Agent  
☐ Certificate Under Seal  
☐ After 4:30  
☒ Pick Up  
☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED  
COPY

RECEIVED  
JAN 23 AM 10:41  
DIVISION OF CORPORATION

996A 2890

EMPIRE Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION**

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

EFFECTIVE DATE

1-19-96 **ARTICLE I. -NAME-**

THE NAME OF THIS CORPORATION IS: TRANSWORLD INVESTMENTS GROUP  
S.A, INC.

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JAN 23 PM 2:28  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II. -DURATION-**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

**ARTICLE III. -PURPOSE-**

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF IMPORT AND EXPORT GENERAL MERCHANDISE. THE FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

**ARTICLE IV. -CAPITAL STOCK-**

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

**ARTICLE V. -PREEMPTIVE RIGHTS-**

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATE 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 & AGENT-**

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 801 BRICKELL AVENUE 9TH FLOOR MIAMI, FLORIDA 33131 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: MERCEDES PERIER

**ARTICLE VII. - INCORPORATION-**

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICULUS ARE:

MERCEDES PERIER  
801 BRICKELL AVE 9TH FLOOR  
MIAMI FL 33131

JORGE GIMENEZ  
801 BRICKELL AVE 9TH FLOOR  
MIAMI FL 33131

CARLOS RAFAEL BOURGEOIS  
801 BRICKELL AVE 9TH FLOOR  
MIAMI FL 33131

ULISES TALAVERA  
801 BRICKELL AVE 9TH FLOOR  
MIAMI FL 33131

ALBERTO SCAPPINI  
801 BRICKELL AVE 9TH FLOOR  
MIAMI FL 33131

**ARTICLE VIII. -BYLAWS-**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

**ARTICLE IX.-RESTRICTIONS ON TRANSFERS OF STOCK**

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

MERCEDES PERIER, PRESIDENT	-----17.34%	SHARES
ULISES TALAVERA, SECRETARY	-----0%	SHARES
JORGE GIMENEZ, TREASURER	-----33.33%	SHARES
ALBERTO SCAPPINI, VICE PRESIDENT	-----33.33%	SHARES
CARLOS RAFAEL BOURGEOIS, VICE PRESIDENT	-----16%	SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

**ARTICLES X. -CALLING OF SPECIAL MEETINGS.**

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

**ARTICLE XI. -SHAREHOLDER QUORUM & VOTING-**

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLED TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

**ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED.-**

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

**ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

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

**ARTICLE XIV.-POWERS-**

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

**ARTICLE XV.-MEETINGS BY TELEPHONE CONFERENCE.**

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

**ARTICLE XVI.- ACTION BY SHAREHOLDERS WITHOUT A MEETING**  
THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

**ARTICLE XVII.-DIVIDENDS-**  
DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

**ARTICLE XVIII.-INDEMNIFICATION -**  
THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XIX. -AMENDMENT-**  
THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

**ARTICLE XX.-NOTICE-**  
ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS: 801 BRICKELL AVE. 9TH FLOOR MIAMI FL 33131

**ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS**  
THIS CORPORATION SHALL HAVE FOUR DIRECTORS, THEIR NAMES AND ADDRESS ARE AS FOLLOWS:

MERCEDES PERIER  
801 BRICKELL AVE 9TH FLOOR  
MIAMI FL 33131

JORGE GIMENEZ  
801 BRICKELL AVE 9TH FLOOR  
MIAMI FL 33131

CARLOS RAFAEL BOURGEOIS  
801 BRICKELL AVE 9TH FLOOR  
MIAMI FL 33131

ULISIS TALAVERA  
801 BRICKELL AVE 9TH FLOOR  
MIAMI FL 33131

ALBERTO SCAPPINI  
801 BRICKELL AVE 9TH FLOOR  
MIAMI FL 33131

**ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS -**


THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS  
CORPORATION IN THE STATE OF FLORIDA IS:

801 BRICKELL AVE 9TH FLOOR MIAMI, FL 33131


THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE  
PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

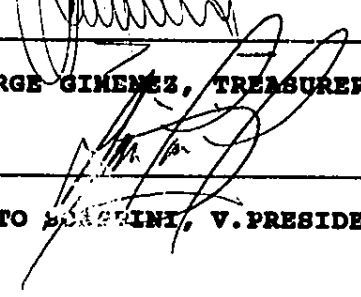
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED  
THESE ARTICLES OF INCORPORATION THIS 19TH DAY OF JANUARY 1996.

  
\_\_\_\_\_  
MERCEDES PERIER, PRESIDENT

  
\_\_\_\_\_  
ULISIS TALAVERA, SECRETARY

  
\_\_\_\_\_  
CARLOS RAFAEL BOURGEOIS, V. PRESIDENT

  
\_\_\_\_\_  
JORGE GIMENEZ, TREASURER

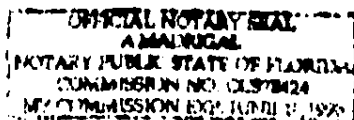
  
\_\_\_\_\_  
ALBERTO SCAPPINI, V. PRESIDENT

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE  
ACKNOWLEDGEMENTS IN THE STATE OF COUNTY SET FORTH, PERSONALLY  
APPEARED AND KNOWN BY ME AND KNOWN BY ME TO BE THE PERSONS WHO  
EXECUTED THE FOREGOING ARTICULUS OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE  
AFOREMENTIONED THIS 22 DAY OF THE MONTH SEP  
THE YEAR NINETEEN HUNDRED AND NINETY SIX.

  
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



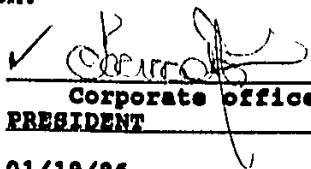


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM MAY BE SERVED.**

**IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;**

**FIRST: THAT TRANSWORLD INVESTMENTS GROUP S.A, INC.**  
**Name of Corporation**

**DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI STATE OF FLORIDA HAS NAMED MERCEDES PERIER 801 BRICKELL AVE. 9TH FLOOR, CITY OF MIAMI STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.**

**SIGNATURE** ✓   
**TITLE** Corporate officer  
**PRESIDENT**  
**DATE** 01/19/96

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**

**SIGNATURE**   
**RESIDENT AGENT**  
**DATE** 01/19/96

**FILED**  
**95 JAN 23 PM 2:28**  
**CLERK OF STATE**  
**TALLAHASSEE, FLORIDA**