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STATE OF FLORIDA BUTTE 200  
409 EAST UNION STREET MIAMI FL 33135-311-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3694  
FAX: (305) 541-3770

(((H96000001216))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: PR COLA USA, INC.

FAX AUDIT NUMBER: H96000001216

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TALLAHASSEE, FLORIDA

1/25/96

DIVISION OF CORPORATIONS

96 JAN 25 PM 1:15

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(6)

**ARTICLES OF INCORPORATION  
OF  
PR COLA USA, INC.**

Paulo R. Cola for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is PR Cola USA, Inc.

**ARTICLE II**

**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is ONE HUNDRED, all of which shall be common shares having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE IV**

**NATURE OF BUSINESS**

The nature of business to be conducted by the Corporation is:

1. The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required;
3. To manufacture, purchase, or otherwise acquire and own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with goods, ware, merchandises, real and personal property, and services of every class, kind, or description;

Prepared by: Padial & Associates, CPA, P.A.  
999 Ponce de Leon Suite 715  
Coral Gables, FL 33134  
(305) 443-8010

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4. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and counties;

5. To purchase the corporate assets of any other corporation and to engage in the same or other character of business;

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the corporate stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or other state or government, and while owner of such stock, to exercise all the right, powers and privileges of ownership, including the right to vote such stock;

7. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase treasury shares of the Corporation and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such treasury shares.

#### **ARTICLE VI**

##### **REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

999 Ponce de Leon Blvd. #715  
Coral Gables, Florida 33134

The name of the registered agent at such address is:

Jose I. Padial

#### **ARTICLE VII**

##### **PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

7303 N.W. 12<sup>th</sup> Street  
Miami, Florida 33126

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# **ARTICLE VIII**

## **DIRECTORS**

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The names and addresses of the persons who are to serve as members of the initial board of directors are:

### **NAME**

### **ADDRESS**

Paulo R. Cola

7303 NW. 12<sup>th</sup> Street  
Miami, Florida 33126

# **ARTICLE IX**

## **INCORPORATORS**

### **NAME**

### **ADDRESS**

Paulo R. Cola

7303 NW. 12<sup>th</sup> Street  
Miami, Florida 33126

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

# **ARTICLE X**

## **REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PRE- INCORPORATION EXPENSES. ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorize it director to reimburse the hereinbefore mentioned incorporators for any and all expenses incurred in the organization and formation of the Corporation. The Directors of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporators shall be reimbursed.

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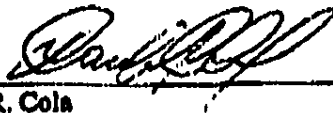
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**ARTICLE XI**

**RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of January, 1996.



Paulo R. Cola  
Subscriber

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

In compliance with section 48.091, Florida Statutes, the following is submitted:

FIRST THAT PR COLA USA, INC. DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE  
OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JOSE I.  
PADIAL, LOCATED AT 999 PONCE DE LEON SUITE 715, CITY OF CORAL  
GABLES, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS.

Signature



Subscriber

PAUL R. COLD

Date

01/24/96

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TALLAHASSEE, FLORIDA

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Having been 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, and I further agree  
to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

Signature



Jose I. Padial  
Residing Agent

Date

1-24-96

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3/27/97

**P96000008032**

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000005138 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AMB: PR COLA USA, INC.

AUDIT NUMBER.....H97000005138 .  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....0

PAGES..... 3  
DEL.METHOD.. FAX  
EST.CHARGE.. \$35.00

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

*Corporation  
Landed*

W9 7000 005 138

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

PR Cola USA, Inc.

The undersigned, being the President of PR Cola USA, Inc., hereby adopts the following amendment to the Articles of Incorporation:

- I. The original name of the corporation is PR Cola USA, Inc.
- II. (A) The following article of the Articles of Incorporation shall be deemed amended by its deletion and in its place and stead the like numbered article set forth in the next paragraph be substituted:

ARTICLE I

NAME

The name of the corporation shall be:

PR Cola USA, INC.

- (B) The following article is hereby adopted in the place and stead of the like numbered article set forth in the next previous paragraph:

Prepared by: Jordan, Padial & Company, PA  
Jose I. Padial, CPA  
399 Ponce de Leon Blvd. #715  
Coral Gables, FL 33134  
(305) 443-8010

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TALLAHASSEE, FLORIDA



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ARTICLE 1

NAME

The name of the corporation shall be:

BEST OPTION, INC.

III. The foregoing amendment was authorized by the shareholders and directors of the corporation through unanimous vote.

The adoption of the new name, Best Option, Inc. took place on February 27, 1997.

IN WITNESS WHEREOF the Articles of Amendment are hereby executed Paulo R. Cola, President of PR COLA USA, INC. now renamed BEST OPTION, INC.

this 27 day of February, 1997.

  
\_\_\_\_\_  
Paulo R. Cola, President

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## *Best Option, Inc.*

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*PA6000008032*

Miami, September 24th, 1997

To; Florida Dept. of State  
Division of Corporations  
Attn: Change of address

Please be advised that Best Option Inc. has changed address from:

Old address

7303 NW 12 th st.  
Miami , FL 33126

New address

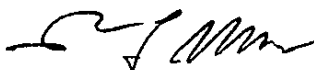
Best Option Inc.  
1703 NW 79th Ave  
Miami, FL 33126

Our phone and FAX numbers remain the same:

Phone: (305) 471-1176

FAX: (305) 471-0069

Thank you for your attention,



Thomas Magyar

*KS 9/30*