

896000010022

2/1/96

Knightsbridge Consultants

Requestor's Name

155 S. MIAMI AVE PH-1

Address

MIAMI FL 33130

City

State

ZIP

Phone

539-1029A

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CORPORATION(S) NAME

MAXCELL EXPORT, INC.

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DIVISION OF CORPORATION



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☐ Limited Partnership

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F. CHESSEY FEB 2 1996

# ARTICLES OF INCORPORATION

OF

## MAXCELL EXPORT, INC.

The undersigned, hereby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare.

### ARTICLE I - NAME

The name of the corporation shall be **MAXCELL EXPORT, INC.**

### ARTICLE II - ACTIVITY

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

### ARTICLE III - MAXIMUM SHARES

The maximum shares of stock, at ten cents (\$0.10) par value, that this Corporation is authorized to have outstanding at any time is **One Thousand (1,000) shares.**

### ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business will not be less than **One hundred dollars (\$100.00) Dollars.**

### ARTICLE V - CAPITAL STOCK

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lien of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

### ARTICLE VI - EXISTENCE

This Corporation is to have perpetual existence.

#### **ARTICLE VII - PRINCIPAL OFFICE**

The principal office of this Corporation shall be at:

**14421 North Kendall Drive Suite M-304  
Miami, Florida 33186**

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The number of the board of directors of the Corporation shall not be less than one person. No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

**Carlos Rogério Silva . . . . . Director-President/Secretary/Treasurer  
14421 North Kendall Drive Suite M-304  
Miami, Florida 33186**

**Pedro Victor dos Santos . . . . . Director/Vice-President  
14421 North Kendall Drive Suite M-304  
Miami, Florida 33186**

**Pedro Rafael de Souza . . . . . Director/Vice-President  
Rua XV de Novembro, 678- Centro  
Pedreira, SP 13920 - Brazil**

**Nelson Daniel de Souza. . . . . Director/Vice-President  
Rua XV de Novembro, 678 - Centro  
Pedreira, SP 13920 - Brazil**

#### **ARTICLE IX - SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The names and post office addresses of each shareholder to the articles of incorporation are as follows:

**COMÉRCIO DE CELULARES MAXCELL LTDA. . . . . 1,000 SHARES**  
Rua XV de Novembro, 678 - Centro  
13920-000 - Pedreira - SP - Brazil

**ARTICLE X - INCORPORATORS**

The names and post office addresses of each incorporator to the articles of incorporation are as follows:

**Carlos Rogerio D. Silva**  
14421 North Kendall Drive Suite M-304  
Miami, Florida 33186

**ARTICLE XI - LIMITATIONS OF CORPORATE STOCK**

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

**ARTICLE XII - FURTHER RIGHTS**

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless

authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The undersigned, being the incorporators named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 17th day of January, 1996.



**CARLOS ROGÉRIO DOMICIANO SILVA**

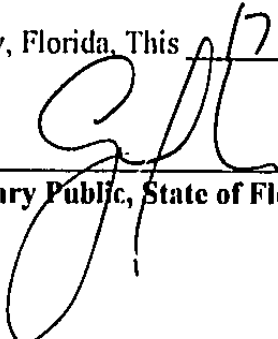
STATE OF FLORIDA |

SS.

COUNTY OF DADE |

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **CARLOS ROGÉRIO DOMICIANO SILVA** who, after showing Passport as identity and being duly sworn by me, depose and say that he signed the above foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, This 17 day of JANUARY, 1996.



Notary Public, State of Florida

My commission expires:





4/22/90

P96000010622

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SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

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FAX: (904) 922-4000

CONTACT: RAY STORMONT

PHONE: (305) 541-3094

FAX: (305) 541-3770

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: MAXCELL EXPORT, INC.

FAX AUDIT NUMBER: H96000005638

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 23, 1996

MAXCELL EXPORT, INC.  
14421 N KENALL DR STE M-304  
MIAMI, FL 33186

SUBJECT: MAXCELL EXPORT, INC.  
Ref. Number: P96000010622

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

We are enclosing the proper form(s) with instructions for your convenience.

The Incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6902.

Linda Stitt  
Corporate Specialist

Letter Number: 996A00018994



8295000009674

(3)

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
MAXCELL EXPORT, INC.

I, the undersigned, hereby for the purpose of amending the Articles of Incorporation of the corporation organized under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, incorporated on February 2, 1996 under number P96000010622 with the Secretary of State, amend the original Article number VIII as follows. All other Articles of Incorporation remain unaltered and in force.

ARTICLE VIII - BOARD OF DIRECTORS

The number of the board of directors of the Corporation shall not be less than one person. No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

Pedro Victor dos Santos . . . . . Director/President-Secretary/Treasurer  
14421 North Kendall Drive Suite M-304  
Miami, Florida 33186

Nelson Daniel de Souza . . . . . Director/Vice-President  
14421 North Kendall Drive Suite M-304  
Miami, Florida 33186

Amendment adopted this 19th day of April, 1996 by the Board of Directors. Shareholder action was not required for adoption of same.

ARTICLE X - INCORPORATOR OF AMENDMENT

The names and post office addresses of the incorporator to the amendment of the articles of incorporation is as follows:

Nelson Daniel de Souza  
14421 North Kendall Drive Suite M-304  
Miami, Florida 33186

Knightbridge Consultants  
155 S. Miami Ave PH1  
Miami, FL 33130

(305) 539.0005  
Nelson Daniel de Souza

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I, the undersigned, being the incorporator named for the purpose of amending the articles of incorporation of MAXCELL EXPORT, INC., a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Amendments hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as hereinstated.

Subscribed at Miami, Dade County, Florida, this 22 day of April, 1996.



Nelson Daniel de Souza, Director/Vice-President

STATE OF FLORIDA

SS.

COUNTY OF DADE

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared Nelson Daniel de Souza who, after showing Passport as identity and being duly sworn by me, depose and say that he signed the above foregoing Amendment to Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, This 22 day of April, 1996.

  
Notary Public, State of Florida

My commission expires:

