

P960000

Charter Number Only

14292

2-14-96

#PHI
Knightbridge Consultants
155 South Miami Ave
Miami, FL 33130
539-1029

VALIDATION ONLY

FILED
FEB 15 PM 12:41
TALLAHASSEE, FLORIDA

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-02/15/96--01060--005
*****122.50 *****122.50

CORPORATION(S) NAME

MALLOE CORP.

RECEIVED
FEB 15 AM 10:38
DIVISION OF CORPORATION
Toll Free: 1-800-432-3028

- ☒ 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
() Mail Out

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

CERTIFIED
COPY

F. CHESSER FEB 15 1996

ARTICLES OF INCORPORATION
OF
MALLOE CORP.

FILED
96 FEB 15 PM 12:41
TALLAHASSEE, FLORIDA

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 **MALLOE CORP.**

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:

**17096 COLLINS AVENUE # D-505
NORTH MIAMI BEACH, FLORIDA 33160**

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:

**JULIO ARAUJO. PRESIDENT/SECRETARY
17096 COLLINS AVENUE # D-505
NORTH MIAMI BEACH, FLORIDA 33160**

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:

. 510 SHARES

JAIR MELLO. 490 SHARES
RUA JOANA VICENTE DE JESUS, 217 - JDIM ESTER
SAO PAULO, SP 05373-020 - BRAZIL

ARTICLE X - INCORPORATORS

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

JULIO ARAUJO
17096 COLLINS AVENUE # D-505
NORTH MIAMI BEACH, FLORIDA 33160

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 13 day of Feb., 1996.



JULIO ARAUJO

STATE OF FLORIDA |
 | SS.
COUNTY OF DADE |

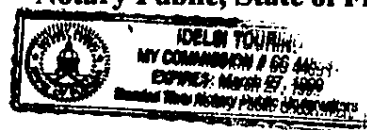
Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **JULIO ARAUJO** who, after showing _____ as identity and being duly sworn by me, depose and say that he signed the above foregoing Articles of Incorporation for the purposes therein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

WITNESS my hand and official seal at Miami, Dade County, Florida, This 13 day of February, 1996.



Notary Public, State of Florida

My commission expires:



**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in accordance with said Act:

That **MALLOE CORP.** is qualified to do business under the laws of the State of Florida, with its principal office at **17096 COLLINS AVENUE # D-505 - NORTH MIAMI BEACH, FLORIDA 33160** and has appointed **JULIO ARAUJO** at the same principal office address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby state that I am familiar with, understand and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JULIO ARAUJO
Registered Agent

FILED
96 FEB 15 PM 12:41
TALLAHASSEE, FLORIDA

Charter Number Only

P96000014292

7/1/97
Requester's Name
Robert A. Kravitz Esq.
Address
155 South Miami Avenue
Miami, Fl. 33130
City State ZIP Phone
539-0003F

VALIDATION ONLY

100002229831--8
-07/03/97--01033--030
*****35.00 *****35.00

CORPORATION(S) NAME

Malloe Corporation

Name Change
Amendment

Empire Toll Free: 1-800-432-3028

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

FILED
97 JUL -8 AM 11:53
RECEIVED
TALLAHASSEE FL 32301

Name	7/8/97
Availability	Don
Document	Don
Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

*00789,
*00789, 00721, 00672

97 JUL -3 AM 9:
DIVISION OF CORPORATIONS
RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 3, 1997

Empire

Miami, FL

SUBJECT: MALLOE CORP.
Ref. Number: P96000014292

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

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 597A00034881

RECEIVED
97 JUL -8 AM 10:56
DIVISION OF CORPORATIONS

AMENDMENT TO ARTICLES OF INCORPORATION
OF
MALLOE CORP

97 JUL -8 11:53
FILED
CLERK OF DISTRICT COURT
THIRTEENTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

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 15, 1996 under number P96000014292 with the Secretary of State, amend the original Article numbers 1. All other Articles of Incorporation remain unaltered and in force. This amendment was adopted by all the shareholders on June 27, 1997.

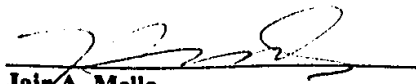
ARTICLE I - NAME

The name of the corporation shall be:

MALLOE CORPORATION

I, the undersigned, being the president/director named for the purpose of amending the articles of incorporation of MALLOE CORPORATION, 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 27 day of JUNE, 1997.

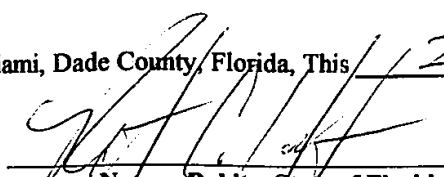

Jair A. Mello

STATE OF FLORIDA |
|
COUNTY OF DADE |

SS.

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared Jair A. Mello who, after showing FL DRIVE Lic. # M400-421-338-0 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 27th day of JUNE, 1997.


Notary Public, State of Florida

My commission expires:

