

P96000014659

TARSA MANAGEMENT INC.
444 BRICKELL AVE., SUITE 51-462
MIAMI, FLORIDA 33131

TEL (305) 539-2450
FAX (305) 539-2452

Division of Corporations
Corporate Records
Dept of State
P.O.Box 6327
Tallahassee, FL 32314

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-03/01/96--01080--002
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION
TARSA Management, Inc.

Enclosed please find a check in the amount of \$ 122.50 for filing the Articles of Incorporation of
TARSA Management, Inc.

M. Tayara

FILED
96 MAR - 1 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/15
3/4/96

ARTICLES OF INCORPORATION

QE

TARSA MANAGEMENT, Inc.

FILED

96 MAR -1 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation

ARTICLE I: NAME

The name of this corporation is:

TARSA MANAGEMENT, Inc.

ARTICLE II: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

ARTICLE III: PURPOSE

The purpose of this corporation is: retail and wholesale business, including contracting and subcontracting.

To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor, or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind;

The purpose of this corporation also includes all and any ownership or operations necessary to lawfully conduct any other lawful business in the State of Florida, the United States and other parts of the world.

ARTICLE IV: CAPITAL STOCK

Section 4.1 Authorized Capital

This corporation is authorized to issue One Thousand (1,000) shares of one Dollar (\$1.00) par value common stock which shall be designated "Common Stock" This corporation is not authorized to issue preferred shares.

Section 4.2 Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholder's agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3 Approval of Shareholders required for merger

The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V: PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARE OF COMMON STOCK

Section 5.1 Dividends

The holders of record of the Common Stock of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 5.2 Rights upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holder of records of the outstanding Common Stock shall be paid from the remaining assets of this corporation ratably.

Section 5.3 Voting rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock.

ARTICLE VI: DESIGNATION OF SERIES

There shall exist no series in the issuance of the Common Stock authorized herein.

ARTICLE VII: 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 already holds, shall have the first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 444 Brickell Ave, Suite 51-462, Miami, Florida 33131-2400, and the name of the initial registered agent of this corporation is Mey Tayara, located at 444 Brickell Ave, Suite 51-462, Miami, Florida

ARTICLE IX: INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one(1). The names and addresses of the initial directors of this corporation are:

Najib Tayara P/D	444 Brickell Ave. # 51-462, Miami, FL
Labib Jandali VP/S/T/D	444 Brickell Ave. # 51-462, Miami, FL
Mey Tayara D	444 Brickell Ave. # 51-462, Miami, FL

ARTICLE X: INCORPORATOR

The name and address of the person signing these Articles is:

Mey Tayara	444 Brickell Ave. # 51-462, Miami, FL 33131-2400
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ARTICLE XI: BY-LAWS

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter amend or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that such By-Law is not subject to amendment or repeal by the directors.

ARTICLE XII:

MANAGEMENT OF CORPORATION BY 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 direction of the shareholders of this corporation or those designated by them.

ARTICLE XIII: COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the bases and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XIV: INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XV: 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 conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation the 22 day of FEBRUARY, 1996


Mey Tayara

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgement in the State and County set forth above, personally appeared May Tayara known to me and by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22nd day of February, 1996



NOTARY PUBLIC
State of Florida at Large

My commission expires:



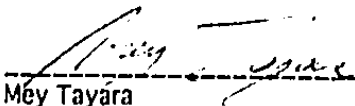
MIQUEL PENA
My Commission CC457500
Expires May, 01, 1999
Bonded by HAI
800-422-1555



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

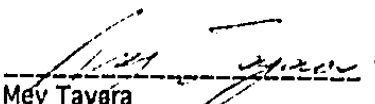
In compliance with Section 48.091, Florida Statutes, the following is submitted:

GRAND BAY ENTERPRISES, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 444 Brickell Ave, Suite 51-462, Miami, Florida 33131, County of Dade, State of Florida, has named Mey Tayara located at 444 Brickell Ave, Suite 51-462, Miami, Florida 33131, as its agent to accept service of process within Florida.


Mey Tayara

DATE: 2-22-96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificated, 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.


Mey Tayara

DATE: 2-22-96

FILED
96 MAR -1 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000019659

TARSA MANAGEMENT
444 BRICKELL AVE., # 51-462
MIAMI, FLORIDA 33131
TEL/FAX (305) 358-9536

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*****35.00 *****35.00

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

February 18, 1997

ref: NAME AMENDMENT to:
"WORLD-AMERICAN TRADE SERVICES"

Enclosed is our check in the amount of \$ 35.00. Please amend the
corporation name.

M. Teyara
Director

FILED
97 FEB 24 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
2/26
ACB

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

TARSA MANAGEMENT, INC.

P 96 0000 19659

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I: NAME AMENDMENT

WORLD-AMERICAN TRADE SERVICES, INC.

FILED
97 FEB 24 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 follows:

THIRD: The date of each amendment's adoption: February 17, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

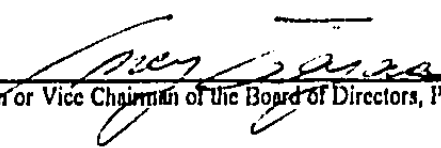
"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____."
voting group

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 18 of February, 1997.

Signature


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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MEY TAYAKA
Typed or printed name

DIRECTOR
Title