

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

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Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE:

*Ki Star Shipping  
and Trading, Inc.*

FILED  
MAR 28 AM 11:3  
C.C. FEE/CHARGE/STATE  
TALLAHASSEE, FLORIDA

Capital Express™  
☒ Art. of Inc. File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☒ Foreign Corp. File  
☐ ( ) Cert. Copy(s)

☐ Art. of Amend. File  
☐ Dissolution/Withdrawal  
☐ C U S  
☐ Fictitious Name File

☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing

☐ Corporate K1  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval

☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s, Copies  
☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prep.  
☐ FAX ( ) pgs.

SUBTOTALS

FEE.....\$  
DISBURSED.....\$  
SURCHARGE.....\$  
TAX on corporate supplies.....\$  
SUBTOTAL.....\$  
PREPAID.....\$  
BALANCE DUE.....\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

WALK-IN  
Will Pick Up *3/28 12:00*

FILED

ARTICLES OF INCORPORATION

96 MAR 28 AM 11:33

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RISTAR SHIPPING AND TRADING, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article 1. Name

The name of this corporation is  
Ristar Shipping and Trading, Inc.

Article 2. Principal Office

The principal office and the mailing address of the corporation is:

3500 S.W. 11th Avenue  
Miami, Florida 33165

Article 3. Duration

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

Article 4. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

**Article 5. Capital Stock**

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

**Article 6. Initial Registered Office and Agent**

The name and address of the initial registered agent and office of this corporation is as follows:

Jose M. Martinez  
3500 S.W. 111th Avenue  
Miami, Florida 33165

**Article 7. Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

Jose M. Martinez  
3500 S.W. 111th Avenue  
Miami, Florida 33165

**Article 8. Incorporator**

The name and address of the Incorporator signing these Articles of Incorporation is:

Jose M. Martinez  
3500 S.W. 111th Avenue  
Miami, Florida 33165

#### Article 9. Amendment of Articles

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 subject to this reservation.

#### Article 10. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### Article 11. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

Article 12. Indemnification

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 13. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

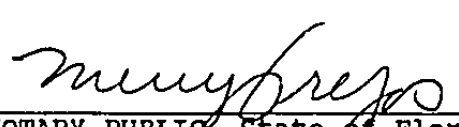
IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 27th day of March, 1996.

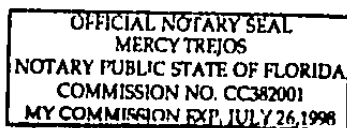
  
JOSE M. MARTINEZ

STATE OF FLORIDA     )  
                              )     ss:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared, JOSE M. MARTINEZ , to me known to be the person , who executed the foregoing Articles of Incorporation after producing Florida driver's license , and he, she, they, acknowledged to and before me that he, she, they, executed such instrument.

SWORN TO AND SUBSCRIBED before me on this 27<sup>th</sup> day of March, 1996.

  
NOTARY PUBLIC, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE AND DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED.

FILED

MAR 28 AM 11:33

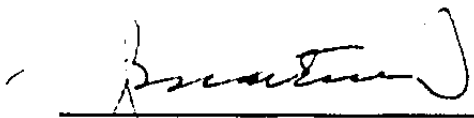
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That RISTAR SHIPPING AND TRADING, INC., desiring to  
organize under the laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation in the City  
of Miami, County of Dade, State of Florida, has named Jose M.  
Martinez, located at 3500 S.W. 111th Avenue, City of Miami, County  
of Dade, State of Florida, as its registered agent to accept  
service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service  
of process for the above named Corporation, at the place designated  
in this certificate, I hereby accept to act in this capacity, and  
agree to comply with the provisions of said Act relative to keeping  
said office open.

  
\_\_\_\_\_  
JOSE M. MARTINEZ  
Registered Agent

# P96000027263

GUILLERMO PESANT  
PHYSICIAN ASSOCIATION  
AT SUITE 301  
1313 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134-3343  
TELEPHONE (305) 445-5351  
FACSIMILE (305) 443-6073

April 18, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 33201

RE: RISTAR SHIPPING AND TRADING, INC.  
No.: P96000027263

Gentlemen:

The correct mailing address of the above corporation is as follows:

3500 S.W. 111th Avenue  
Miami, Florida 33165

Please change the records accordingly and I thank you for your kind attention to this matter.

Very truly yours,

*Mercy Trejos*  
Mercy Trejos, secretary to  
GUILLERMO PESANT

*Updated LR 4/23*