

P96000031658

TRANSMITTAL LETTER

FILED
96 APR -5 PM 12:11
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
4-1-96

400001770844
-04/05/96--01052--007
****131.25 ****131.25

SUBJECT: RELKO INTERNATIONAL INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

BARBARA AYMERICH

Name (printed or typed)

7101 S.W. 74 Street

Address

MIAMI FL. 33143

City, State & Zip

305-667-9446

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN APR 11 1996

EFFECTIVE DATE
4-1-96

ARTICLES OF INCORPORATION
OF
RELKO INTERNATIONAL INC.

FILED
96 APR -5 PM 11
CLERK OF DISTRICT COURT

ARTICLE I - NAME

The name of this corporation is: *RELKO INTERNATIONAL INC.*

ARTICLE II - DURATION

This corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgement of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida and for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 3000 shares of common stock having a par value of \$3000.00 (\$1.00) par value.

ARTICLE V - 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 holder of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sales 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 right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is :

7101 S. W. 74 Street Miami, Florida 33143 ,

and the name of the initial registered agent of this corporation is : Harbura Aymerich

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 3.

The names and addresses of the initial directors of the corporation are:

Name

Address

Hernando Aymerich

2210 S.W. 122 Ave.
Miami, Florida 33176
U.S.A.

Edson Chaves

Rua Humaita 244 Bloco 2 Apt 1008
Bairro Humaita
Rio de Janeiro, R.J.
Brazil

Jose Antonio Oscar Ferreira

Rua Ceara 397
Votuporanga, S.P.
Brazil

ARTICLE IX - INCORPORATOR

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

Hernando Aymerich 2210 S.W. 122 Ave Miami, Fl. 33176

ARTICLE X - BYLAWS

The power to adopt , alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by a stockholder holding not less than 10% of the capital stock.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty - one (51) percent of the shares entitled to vote, represented in person or by proxy , shall constitute a quorum at a meeting of shareholders.

If a quorum is present , the affirmative vote of fifty-one percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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 rights conferred upon the shareholders in subject to this reservation.

ARTICLE XVI - STOCK

The capital stock of the corporation shall be issued in accordance with the provisions of Section 1244, Internal Revenue Code.

ARTICLE XVII - PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office or mailing address of the corporation is:

7101 S.W. 74 Street

Miami Florida 33143

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation
this 1st day of April 1996,

Hernando Aymerich
Subscriber

STATE OF FLORIDA :
SS
COUNTY OF DADE :

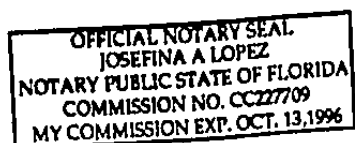
Before me, a notary public authorized to take acknowledgements in the state and county
set forth above, personally appeared
HERNANDO AYMERICH
known to me and known by me to be the person who executed the foregoing articles of
incorporation, and he/she acknowledged before me that he/she executed those articles of
incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
state and county aforesaid this 1 day of April, 1996.

Josefina A. Lopez
Notary Public, State of Florida

My commission expires :

(5)



FILED
96 APR -5 PM 11
TALLAHASSEE, FLORIDA

This Certificate designating registered office for the service of process within Florida, naming registered agent upon whom process may be served, is filed in compliance with Section 607.034:

That Relko International Inc.

desiring to organize or qualify under the laws of the State of Florida, with its registered office at the City of Miami, State of Florida, has named Barbara Aymerich located

at 7101 S. W. 74 Street Miami, Florida 33143, as its registered agent to accept service of process within Florida.

Signature Hernando G. Guedes
(Incorporator)
Dated: 4/1/96

Having been named 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 Barbara Aymerich
(Registered Agent)
Dated: 4/1/96

P9600003/658

Requestor's Name

Relko International, Inc.

P.O. Box 520201
Miami, Florida 33152-0201

Office Use Only

IBER(S), (if known):

200001969642--4

-10/09/96--01101--013

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 OCT -9 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

96 OCT -9 AM 10:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RELKO INTERNATIONAL INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 VII Registered Office & Agent

* Change registered office to: 4890 S.W. 74 Ct.
MIAMI, Florida

* Change registered agent to: RICARDO RUBIALES

ARTICLE VIII Board of Directors

Remove from the Board of Directors:

HERNANDO AYMERICH

JOSE ANTONIO OSCAR FERREIRA

ARTICLE XVII Principal Office or Mailing Address

Change mailing address to: 4890 S.W. 74 Ct.
MIAMI, 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:

October 1, 1996

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 1 day of October, 19 96

Signature

Hernando Guech

(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)

HERNANDO AYMERICH

Typed or printed name

INCORPORATOR

Title



JUAN M. ORDONEZ
COMMISSION # CG 847839
EXPIRES APR 16, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Juan M. Ordonez

JUAN M. ORDONEZ
OCT. 01ST., 1996

Relko International, Inc.

P.O. Box 520201
Miami, Florida 33152-0201
Fax (305) 869-0895
Phone (305) 869-0800

MEMORANDUM

TO: Florida Department of State.
Division of Corporations. P.O. Box 6327, Tall. Fl. DATE: Oct. 1st., 1996
FROM: Ricardo Rubiales
SUBJECT: Amendment to Articles of Incorporation, Relko Intl. Inc.

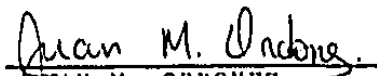
Regarding Article VII of the Articles of Amendment to Articles of Incorporation dated Oct. 1st., 1996 I accept such appointment and I state that I am familiar with and accept the obligations of such position.

Truly yours,

Ricardo Rubiales



JUAN M. ORDONEZ
COMMISSION # 00 547839
EXPIRES APR 18, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.


JUAN M. ORDONEZ.
OCT. 1ST., 1996