

096000034941



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

April 4, 1996

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

RE: S P SYSTEMS, INC.
P3301415S MAC

600001785396
-04/18/96--01098--004
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for S P SYSTEMS, INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Kimberly Andras
Corporate Service Representative

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 18 AM 10:54

gf 4/23/96

ARTICLES OF INCORPORATION
OF
S P SYSTEMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following: 4/11/96

- FIRST: The name of the corporation shall be S P SYSTEMS, INC.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is P.O. Box 03.671 Brasilia, DF, Brazil 70.084.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 10 shares at \$1,000 par value.
- SIXTH: The number of directors constituting the initial board of directors is three, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Sidney Nunes Pimentel	DE 250 Faz. Paranoa, Brasilia
Lauret Macito	DE 250 Faz. Paranoa, Brasilia
Marcus Vinicius Cury	DE 250 Faz. Paranoa, Brasilia

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras	c/o The Company Corporation Three Christina Centre 201 N. Walnut Street Wilmington DE 19801
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We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 3rd day of April, 1996.

Kimberly Andras
State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 3rd day of April, 1996 by Kimberly Andras.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

Susan M. Griffin
Notary Public

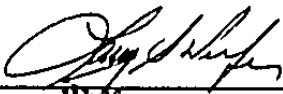
This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this S P SYSTEMS, INC. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Brasilia, ^{DF, BRAZIL} State of ~~FLORIDA~~, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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.


Larry Wolfe

April 4, 1996
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 19 AM 10:54

P96000034941

HAZARD CORPORA TE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SP SYSTEMS, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

900001929579

08/22/96--01034--004

*****25.00 *****35.00

☒ Walk in

☒ Pick up time

2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of State

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

AMENDMENTS	
<input 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"/>	Landmark
<input type="checkbox"/>	Other

FILED
96 AUG 27 PM 3:01
RECEIVED
96 AUG 22 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

100789, 00615
00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

96 AUG 27 PM 2:52
DIVISION OF CORPORATIONS

August 22, 1996

Lazarus Corporate Industries, Inc.
890 S.W. 87 Avenue
Suite 16
Miami, FL 33174

SUBJECT: S P SYSTEMS, INC.
Ref. Number: P96000034941

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 896A00040005

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
96 AUG 27 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.177 of Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

The name of the corporation is: SP SYSTEMS, INC.

The principal place of business and mailing address of this corporation is 201 South Biscayne Blvd. # 820, Miami, Fl., 33132.

SECOND

The following amendments to the articles of incorporation were adopted by the corporation:

The name of the new registered agent is Sidney Nunes Pimentel

The street address of the new registered agent is 1555 NE 121 St. Ste. S313, North Miami, FL., 33161.

The principal address of the corporation is 201 South Biscayne Blvd. # 820, Miami, Fl., 33131.

This corporation shall have four directors. The number of directors may be increased or diminished from time to time as provide for by the Bylaws, but shall never be less than two. The names and street addresses of the directors of this corporation are:

Sidney Nunes Pimentel ----- DF 250 Faz. Paranoa, Brasilia.

Lauret M. Nunes Pimentel ----- DF 250 Faz. Paranoa, Brasilia.

Marcos Vinicius Cury ----- DF 250 Faz. Paranoa, Brasilia.

Cesar Augusto Cury -----DF 250 Faz. Paranoa, Brasilia.

THIRD

Shares of capital stock of this corporation shall be issued to the following persons in the amounts set opposite their names:

Sidney Nunes Pimentel 2 (20%) shares
Laurel M. Nunes Pimentel 2 (20%) shares
S P Consultoria e Sistemas Ltda. 6 (60%) shares

FOURTH

The amendments were adopted by the shareholders of the corporation on this 26 of July of 1996.

Having been named as registered agent and to accept service of process for the above corporation and I am familiar with

Sidney Nunes Pimentel
Director

Laurel M. Nunez Pimentel
Director

S P Consultoria e Sistemas, Ltda.
Sidney Nunes Pimentel
President

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Sidney Nunes Pimentel, and Laurel M. Nunes Pimentel to me known to be the persons who executed the foregoing articles of amendment to the articles of incorporation according to the law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 of July of 1996.



NOTARY PUBLIC
State of Florida

My commission Expires: