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NAME: STARFIELD, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/29

FILED

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ARTICLES OF INCORPORATION

OF

STARFIELD, INC.

The undersigned hereby enters these Articles of Incorporation for the purpose of establishing a corporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be **STARFIELD, INC.**

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The corporation hereby formed shall have the power to purchase, lease or otherwise acquire by bequest, devise, gift, or other means, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any of the states, districts, or territories of the United States, and in any and all foreign countries, subject to the laws of any such states, districts, territories, or countries.

ARTICLE IV

This corporation shall have the power

Rene A. Soterrio, Esq.
Law Offices of Rene A. Soterrio, P.A.
1001 South Bayside Dr., #2705
Miami, Florida 33131
(305) 324-7000
FAX: 328720

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- i. to take, buy, exchange, lease or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage, and develop such property and interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.
- ii. to erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections that may at any time be necessary, useful, or advantageous for the purposes of the corporation.
- iii. to take, purchase, or otherwise acquire, and to own and hold such personal property, chattels, chattels real, rights, easements, privileges, choices in action, notes, bonds, mortgages, and securities as may lawfully be acquired and held by corporations under the laws of the State of Florida and the United States.

ARTICLE V

This corporation may conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business, office, plant, store, or other facility.

ARTICLE VI

This corporation may acquire all or any part of the good will, rights, franchises, property, and business of any person, firm, association, or corporation engaged in any business similar to the business of this corporation, and to pay for it in cash or in stock

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or obligations of the corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in a lawful manner the whole or any part of the business thus acquired.

ARTICLE VII

This corporation may

- i. hire and employ agents, servants, and employees, and enter into agreements of employment and collective bargaining agreements, and act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.
- ii. promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.
- iii. let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.
- iv. carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Florida and the United States on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

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ARTICLE VIII

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IX

The total authorized capital stock of this corporation shall be one thousand (1,000) shares of common stock at a par value of One (1.00) Dollar per share.

ARTICLE X

The street address of this corporation's initial principal office is as follows: 1850 Meridian Avenue, Apt. #20, Miami Beach, Florida 33139.

ARTICLE XI

The address of the corporations registered office is 1001 South Bayshore Drive, Suite 2706, City of Miami County of Dade, State of Florida, the corporation's initial registered agent at such address is René A. Sotorrio, Esq.

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I, René A. Sotorrio, hereby am familiar with and accept the duties and responsibilities as registered agent for STARFISH, INC.


RENÉ A. SOTORRIO, INC.

ARTICLE XII

The business of the corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the Initial Board, be determined by the Bylaws, but shall never be fewer than two (2).

ARTICLE XIII

The initial Board of Directors shall consist of two (2) members. The name and street address of the initial Board of Directors, who shall hold office for the first year of the corporation's existence or until his or her successor is elected and has qualified are as follows:

Name

Guillermo Pandelli
President

Simon David Tousil
Vice President

Jean-Paul Alcantara
Treasurer/Secretary

Address

1850 Meridian Avenue
Apt. #20
Miami Beach, FL 33139

1300 Collins Avenue
Apt. #207
Miami Beach, FL 33139

1850 Meridian Avenue
Apt. #20
Miami Beach, FL 33139

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ARTICLE XIII

The name and street of the Incorporator of this corporation is as follows:

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Name

Rand A. Sotorrio, Esq.

Address

Law Offices of Rand A.
Sotorrio, P.A.
1001 So. Bayshore Drive
Suite 2-06
Miami, FL 33131

ARTICLE XIV

The initial Bylaws of this corporation shall be adopted by the Directors. The Bylaws may be amended from time to time by either the stockholders or the Directors, but the Directors may not alter or amend any Bylaw adopted by the stockholders.

ARTICLE XV

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any right of the stockholders of this corporation is subject to this reservation.

ARTICLE XVI

In accordance with Florida Statutes 607.0203(1), the effective date for commencement of corporate existence shall be immediately upon the signing of these Articles of Incorporation, and their filing.

DATED:

4/26/96
RENE A. SOTORRIO, ESQ.

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Law Offices of Dora R. Gomez

Intercontinental Bank Building, 930 Washington Ave., 2nd Floor, Miami Beach, Florida 33139

October 23, 1996

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

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

RE: ARTICLES OF AMENDMENT FOR
STARFIELD, INC.

Dear Sir/Madam:

Enclosed find a check for \$35.00, Articles of Amendment to Articles of Incorporation for **STARFIELD, INC.** along with all the supporting documentation. We have also enclosed an additional copy for our records, please stamp and forward in the self-addressed envelope.

Thanking you in advance for your attention in this matter.

Sincerely,

LAW OFFICES OF DORA R. GOMEZ

Dora R. Gomez
Dora R. Gomez, Esq.

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encls.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/14

Rita
authorized
removal of d/b/a

11/14

Jon Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STARFIELD, INC.

STARFIELD, 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
BOARD OF DIRECTORS

As of today's date October 17, 1996 the corporate directors will be as follows:

PRESIDENT: SIMON TOUZIL
1300 Collins Avenue, Apt. #208
Miami Beach, Florida 33139

SECRETARY/TREASURER: YAMILE SOROA
1300 Collins Avenue, Apt. #208
Miami Beach, Florida 33139

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:

Guillermo Pandelli has transferred one third (1/3) of all shares in STARFIELD, INC. to SIMON TOUZIL.

Jean Paul Alcantara has transferred one third (1/3) of all shares in STARFIELD, INC. to SIMON TOUZIL.

THIRD: The date of each amendment's adoption: October 17, 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 17th day of October, 19 96

Signature

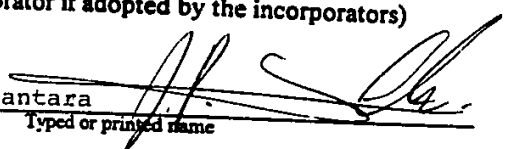

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)


Jean Paul Alcantara

Typed or printed name

Secretary/Treasurer

Title