

8

3:58 PM

PUBLIC ACCESS SYSTEM

((H96000007182))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA 32303
FAX: (904) 921-4000
CONTACT: R. STEWART
PHONE: (306) 641-3694
FAX: (306) 641-3770

((H96000007182))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UPSTREAM, CORP.

RRNT STATUS: REQUESTED96000007182

CU

DATE REQUESTED: 06/21/1996

TIME REQUESTED: 16:58:02

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003266

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000007182)))

** INVALID SELECTION...PLEASE RE-ENTER **

ENTER SELECTION AND <CR>: 5/21/96

Help F1 Option Menu F2

NUM CAPS Connect: 00:38:3

FILED
96 MAY 22 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY 22 AM 7:56

RECEIVED

H96000007182



(5)

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: UPSTREAM, CORP.

B & L Business
Elyane Bechtiger
141 NE 3rd Ave.
Suite 200
Miami, FL 33129
(805) 273-6211

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

8931 SW 142 AVE #338
MIAMI, FL. 33126

FILED
96 MAY 22 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR 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 V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

8931 SW 142 AVE #338
MIAMI, FL. 33126

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ANTONIO CARLOS ARAUJO NOGUEIRA

H96000007182

H96000007182

B & L

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

CLECIO EUGENIO E. PRIMO
DIRECTOR

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

ANTONIO CARLOS ARAUJO NOGUEIRA
8931 SW 142 AVE #338
MIAMI, FL. 33126

ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX - MANAGEMENT OF CORPORATION 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 DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 20th DAY OF MAY OF 1996.


Incorporator

H96000007182

H96000007182

B & L

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT UPSTREAM, CORP. DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:
ANTONIO CARLOS ARAUJO NOGUEIRA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
UPSTREAM, CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS:

20th DAY OF MAY

, 1996.


Registered Agent

H96000007182

H96000007182

B & L

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

ANTONIO CARLOS ARAUJO NOGUEIRA

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

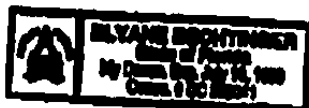
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 20th DAY OF MAY


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

FILED
MAY 22 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My commission expires:



H96000007182