

NOV-15-1996 13106  
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EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCOUNTING SYSTEM  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
STATE OF FLORIDA  
409 EAST GULF STREET  
TALLAHASSEE, FL 32309  
FAX: (904) 921-4000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3094  
FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: D. G. INTERNATIONAL CORPORATION  
FAX AUDIT NUMBER: H90000008947  
DATE REQUESTED: 05/16/1996  
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 17, 1996

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: D.C. INTERNATIONAL CORPORATION**  
**REF: W96000010514**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000006947  
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*Carmen*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

May 22, 1990

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: D.C. INTERNATIONAL ENTERPRISES CORPORATION  
REF: W96000010814

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

PLEASE PROVIDE THE NAME OF THE OFFICER/DIRECTOR IN ARTICLE X.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: W96000006947  
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SECRET  
STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION OF

## D. C. INTERNATIONAL ENTERPRISES CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

### ARTICLE I. NAME

The name of the corporation is D. C. INTERNATIONAL ENTERPRISES CORPORATION

### ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

### ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

Florida Bar Number 747793, Leonardo A. Roth, 9380 South Dixie Highway, Penthouse Two, Miami, Florida 33156, Phone Number: 305-670-9994

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costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken, and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

#### ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Directors and Officer of the corporation is:

#### OFFICERS AND SPECIFIC ADDRESS

Director, President, and Secretary is Domingo Eduardo Spano, Avalon 1610, Buenos Aires, Argentina 1431

#### ARTICLE XI. SUBSCRIBER

The name and post office address of the Subscriber to these Articles of Incorporation is Leonardo A. Roth, 9380 S. Dixie Highway, PK2, Miami, Florida 33156.

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**ARTICLE XII. AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of D. C. INTERNATIONAL ENTERPRISES CORPORATION.

*Leonardo A. Roth*

LEONARDO A. ROTH  
CORPORATE SUBSCRIBER

STATE OF FLORIDA)

SS

COUNTY OF DADE )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared Leonardo A. Roth, the person described as Subscriber in and who executed the foregoing Articles of Incorporation for D. C. INTERNATIONAL ENTERPRISES CORPORATION to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this May 21, 1996.

*Yolanda Katon*

(SEAL)

(Signature) NOTARY PUBLIC, State of Florida

Commission Number:



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## DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

D. C. INTERNATIONAL ENTERPRISES CORPORATION, is a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at c/o Roth, Milne & Rousseau, 9380 S. Dixie Highway, PM2, Miami, Florida 33156 has named Leonardo A. Roth as its agent to accept service of process within this state.

## OFFICERS AND SPECIFIC ADDRESS

Director, President, and Secretary is Avalon 1610, Buenos Aires, Argentina 1431, Domingo Eduardo Spano.

## ACCEPTANCE:

I agree as Resident Agent of D. C. INTERNATIONAL ENTERPRISES CORPORATION to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY:

*Leonardo A. Roth*  
Leonardo A. Roth

...corp\d.c.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAY 23 PM 4: 29

FILED

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