

TRANSMITTAL LETTER

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

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-06/03/96--01036--011
****122.50 ****122.50

SUBJECT: D.E.W Intl Corp.
(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: Daniel de Vincenzi
Name (printed or typed)

3925 NW 62nd Ave.
Address

Virginia Gardens, FL 33166
City, State & Zip

305-870-0949
Daytime Telephone number

FILED
96 MAY 31 PM 5:07
TALLAHASSEE, FLORIDA

*Mr. Costadoni authorized
to correct Article VIII
LFT 6-5-96*

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

FILED
96 MAY 31 PM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
D.E.W. INTERNATIONAL CORP.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the Laws of the State of Florida.

ARTICLE "I" NAME

The name of this corporation is: D.E.W. INTERNATIONAL CORP.

ARTICLE "II" NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be; Any and all activities permitted under the Laws of the United States and of the State of Florida.

b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wears, merchandise, real and personal property and services of every class, kind and description.

c) To conduct business in, have one or more offices and buy, hold mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states, districts, territories, countries or colonies.

d) To contract debts, and borrow money, issued and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate properties or other instruments to secure the payment of corporate indebtedness as required.

e) To purchase the corporate assets of any corporation and engage in the same or other characters of business.

f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise, dispose of or deal in and with any of the shares of the capital stock, scrip, warrants, rights, bonds, debentures, trusts, receipts, and others securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, province, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownerships, including the right to execute contents and vote thereon, and to any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in the value thereof.

g) In general, to carry on any others business in connection with the foregoing, and to have and exercise all the powers conferred by the Laws of Florida upon corporation formed under its Laws, and to do any or all things hereinafter set forth, to the same extent as natural persons might or could do.

ARTICLE "III" CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: 100 shares at one hundred dollars (\$100.00) per share, \$10,000.00.

All the aforementioned stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting for such purposes.

ARTICLE "IV" INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than: \$500.00.

ARTICLE "V" ADDRESSES

The initial post office address of this corporation in the States of Florida is : 6501 NW 36 th ST, Suite # 302, Miami Fla. 33166.

The board of Directors may from time to time move the principal office to any address in Florida.

ARTICLE "VI" DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed in the By-Laws, but shall never be less than (2).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in their performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may lawfully be 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 herein provided for.

No contract or other transaction between this corporation and any corporation, and no act of this corporation shall in any way 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 corporation, any director individually, or any firm of which any directors may be member of and to party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and any directors of the corporation who also as a director 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 transaction, with the like force and effect as if he were not such director or officer of such other corporation or nor so interested.

ARTICLE "VII" INITIAL DIRECTORS /OFFICERS

The name and post office addresses of the members of the first Board of Directors are :

- *PRESIDENT* - DIRECTOR

DANIEL ALBERTO DE VINCENZI
3925 NW 62 nd AVE
Virginia Garden, FL 33166

- *VICEPRESIDENT* - DIRECTOR

MARTA ERIKA COSTADONI
3925 NW 62 nd AVE
Virginia Garden, FL 33166

- *SECRETARY* -

GUILLERMO CARMELO DE VINCENZI
3925 NW 62 nd AVE
Virginia Garden, FL 33166

ARTICLE "VIII" RESIDENT AGENT

The name and post office address of the initial Resident Agent is :

CECIL COSTADONI
3925 NW 62 nd AVE
Virginia Garden, FL 33166

ARTICLE "IX" SUBSCRIBERS

The name and post office address of the subscribers of these Articles of Incorporation are :

DANIEL ALBERTO DE VINCENZI
3925 NW 62 nd AVE
Virginia Garden, FL 33166

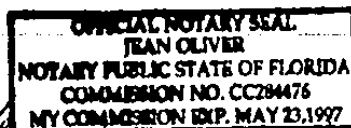
ARTICLE "X" AMENDMENT

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 them to the stockholders, and approved at a stockholder's 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.

ARTICLE "XI" LOST OR DESTROYED STOCK CERTIFICATES

Stock Certificates to replace lost or destroyed certificates shall be issued only in accordance with the By-Laws of this corporation.

DANIEL ALBERTO DE VINCENZI
PRESIDENT



May 28 1996

This document was signed in my presence
Jean Oliver JEAN OLIVER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: D.E.W. INTERNATIONAL CORP.

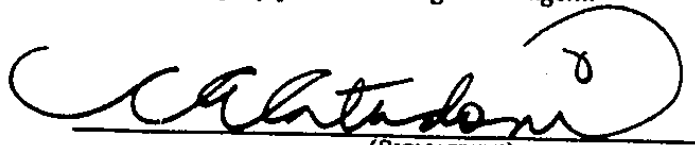
2. The name and address of the registered agent and office is:

Cecil Costadoni
(NAME)

6501 NW 36th St # 302
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33166
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

May 28, 1996
(DATE)

FILED
96 MAY 31 PM 5:07
TALLAHASSEE, FLORIDA