

JUL-08-1996 00:11

EMPIRE CORPORATE KIT

P.12/24

8 5:20 PM

PUBLIC ACCESS SYSTEM

((H90000009441))

FROM EMP RE CORPORATE KIT COMPANY

TO: DIVISION OF CORPORATIONS

1492 W FLAGLER ST

DEPARTMENT OF STATE

SUITE 200

STATE OF FLORIDA

MIAMI FL 33135

409 EAST MAIN STREET

CONTACT: RAY STORMONT

TALLAHASSEE FL 32399

PHONE: (305) 641-3894

FAX: (904) 922-4000

FAX: (305) 641-3770

((H90000009441)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SAMPA TRADING COMPANY, INC.

FAX AUDIT NUMBER: H90000009441

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/08/1996

TIME REQUESTED: 17:20:54

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

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((H90000009441)))

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96 JUL -9 AM 8:54

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B & L

PREPARED BY:
BRYAN BOWEN/BL
B & L OVERSEAS LEGAL, INC.
4311 N.E. 2nd AVE., STE 4000
MIAMI, FL 33137 (305) 775-0111

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

SAMPA TRADING COMPANY, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**7930 EAST DRIVE NO. 114
NORTH BAY VILLAGE, FLORIDA 33141**

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:

**7930 EAST DRIVE NO. 114
NORTH BAY VILLAGE, FLORIDA 33141**

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

MARCELLO CARVALHO PAVAN



PREPARED BY:
 ELYANE BELINTONIAN
 B & L BUSINESS LEGAL, INC.
 111 N. W. 3RD AVE. STE 600
 MIAMI, FL 33133 (305) 373-4111

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 3 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

MARCELLO CARVALHO PAVAN - PRESIDENT
SANDRO DOS SANTOS ANDRADE VICE - PRESIDENT
FERNANDA LEAO COUTINHO - SECRETARY

ARTICLE VII -- INCORPORATOR

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

MARCELLO CARVALHO PAVAN
7930 E. DRIVE
APT. NO. 114
NORTH BAY VILLAGE, FL 33141

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 4TH DAY OF JULY OF 1996.


 Incorporator

H96000009441

H96000009441

B & L

PREPARED BY:
STATE DESIGNER
B & L BUSINESS LEGAL, INC.
141 N.E. 3rd Ave. STE 206
MIAMI, FL. 33132 (305) 373-4211

H96000009441

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

WITNESSETH:

THAT **SAMPA TRADING COMPANY, INC.** 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 **MARCELLO CARVALHO PAVAN**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **SAMPA TRADING COMPANY, INC.** 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 4TH DAY OF JULY, 1996.


Registered Agent

H96000009441

B & I

PREPARED BY:
ELYANE RECHTENBERG
B & I BUSINESS SERVICES, INC.
111 N.E. 3rd Ave. STE 2000
MIAMI, FL 33132 (305) 373-6311

H96000009441

STATE OF FLORIDA)**COUNTY OF DADE)**

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **MARCELLO CARVALHO PAVAN**, 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 **4TH DAY OF JULY, 1996**.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



H96000009441

B & L

PREPARED BY:
ELYANE BECHTINGER
B & L BUSINESS LEGAL, INC.
141 N.E. 3rd AVE. STE 206
MIAMI, FL 33132 (305) 373 6211

SPECIFIC POWER OF ATTORNEY

BE IT KNOWN, THAT I, MARCELLO CARVALHO PAVAN, OF NORTH BAY VILLAGE -- FL, THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO B & L BUSINESS LEGAL, INC. OF MIAMI, FL -- AS MY ATTORNEY-IN-FACT

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 4TH DAY OF JULY, 1996.


MARCELLO CARVALHO PAVAN
SAMPA TRADING COMPANY, INC.

STATE OF FLORIDA
COUNTY OF DADE

On 07 / 04 / 96 before me, ELYANE BECHTINGER personally, appeared MARCELLO CARVALHO PAVAN, Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

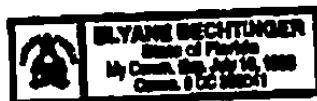
WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____

Notary public

Affiant Known ☒ Produced ID
Type of ID

(Seal)



H96000009441

H96000009441

P960000576 39

OCT-23-1996 13:25

EMPIRE CORPORATE KIT

10/23/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10/23

10:55 AM

((H96000014906 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SAMPA TRADING COMPANY, INC.

AUDIT NUMBER.....H96000014906

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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95 OCT 23 PM 1:43

CLERK OF COURT

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96 OCT 23 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Correspond - 076.4 dis ✓
Linda



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 23, 1996

SAMPA TRADING COMPANY, INC.
7930 EAST DRIVE
NO. 114
NORTH BAY VILLAGE, FL 33141

SUBJECT: SAMPA TRADING COMPANY, INC.
REF: F96000057639

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

The current name of the entity is as referenced above. Please correct your document accordingly.

The document is illegible and not acceptable for microfilming.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000014906
Letter Number: 496A00048961

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

SAMPA TRADING COMPANY, INC.

H96000014906

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

P96000057639

AMENDMENT ADOPTED:

THE NEW OFFICERS/ DIRECTORS FOR THIS CORPORATION ARE:

- 1 - MARCELLO CARVALHO PAVAN - SECRETARY
- SANDRO DOS SANTOS ANDRADE - PRESIDENT
- FERNANDA LEAO COUTINHO - VICE PRESIDENT

WITH THE MAILING & BUSINESS ADDRESS AT: 7930 E. DRIVE #114
N. MIAMI BEACH FL 33141

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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: 10/21 1996.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF
DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT
REQUIRED.

 THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER
OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

 THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH
VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING
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)

SIGNED THIS 21st DAY OF OCTOBER, 1996.

SAMPA TRADING COMPANY

BY X

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

Typed or printed name: MARCELLO CARVALHO PAVAN
Title: PRESIDENT - DIRECTOR.

H96000014906

FILED
96 OCT 23 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Change of Address

▶ Please type or print.

OMB No. 1545-1103
Expires 6-31-95

▶ See instructions on back.

▶ Do not attach this form to your return.

Part I Complete This Part To Change Your Home Mailing Address

Check ALL boxes this change affects:

- ☒ Individual income tax returns (Forms 1040, 1040A, 1040EZ, 1040NR, etc.)
If your last return was a joint return and you are now establishing a residence separate from the spouse with whom you filed that return, check box 1b.
☐ If you are a taxpayer or beneficiary of a trust, enter the trust's EIN on Form 1041-EZ.
☒ Gift, estate, or generation-skipping transfer tax returns (Forms 700, 709, etc.)
▶ For Forms 700 and 709-NA, enter the decedent's name and social security number below.

▶ Name

▶ Social security number

4a Your name (first name, initial, and last name)	4b Your social security number
5a Spouse's name (first name, initial, and last name)	5b Spouse's social security number
6 Prior name(s). See instructions.	

7a Old address (no., street, city or town, state, and ZIP code). If a P.O. box or foreign address, see instructions.	Apt. no.
7b Spouse's old address, if different from line 7a (no., street, city or town, state, and ZIP code). If a P.O. box or foreign address, see instructions.	Apt. no.
8 New address (no., street, city or town, state, and ZIP code). If a P.O. box or foreign address, see instructions.	Apt. no.

Part II Complete This Part To Change Your Business Mailing Address or Business Location

Check ALL boxes this change affects:

- ☒ 9 Employment, excise, and other business returns (Forms 720, 941, 990, 1041, 1065, 1120, etc.)
☒ 10 Employee plan returns (Forms 5500, 5500-C/R, and 5500-EZ). See instructions.
☒ 11 Business location

12a Business name SAMPA TRADING COMPANY, INC	12b Employer identification number 65 0679050
13 Old address (no., street, city or town, state, and ZIP code). If a P.O. box or foreign address, see instructions. 7930 EAST DR. NORTH BAY VILLAGE, FL 33141	Room or suite no. 114
14 New address (no., street, city or town, state, and ZIP code). If a P.O. box or foreign address, see instructions. 245 SE FIRST ST MIAMI, FL 33131	Room or suite no. 316
15 New business location (no., street, city or town, state, and ZIP code). If a foreign address, see instructions.	Room or suite no.

Part III Signature

Daytime telephone number of person to contact (optional) ▶ (305) 379-6600

Please
Sign
Here

Your signature

Date

If Part II completed, signature of owner, officer, or representative Date

If joint return, spouse's signature

Date

Title

P96000057639

7/29/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:33 PM

((H97000012360 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: SAMPA TRADING COMPANY, INC.

AUDIT NUMBER.....H97000012360

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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97 JUL 29 PM 4:20

DIVISION OF CORPORATIONS

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97 JUL 29 AM 8:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 7/30

Amend

H97000012368

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
97 JUL 29 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAMPA TRADING COMPANY, INC.

(current 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 VI:

The articles of incorporation shall be amended to add Rafx Srour Mello as Director effective date July 29, 1997

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:

Prepared by: Sandro Dos Santos
7930 E. Drive #114
N. Miami Beach, FL 33141
(305) 379-6600

H97000012368

THIRD: The date of each amendment's adoption: 7/29/97

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 day 7 of July, 19 97

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)

Sandro Dos Santos Andrade

Typed or printed name

President

Title