

P 960000 728 94

FILINGS, INC. TERESA ROMAN
(Requestor's Name)
2805 LITTLE DEAL ROAD
(Address)
TALLAHASSEE, FLORIDA 32308 (904) 385-6738
(City, State, Zip) (Phone #)

000001937680
-09/04/96--01002--008
****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. McDermott Holdings, Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
96 SEP -3 PM 3:16
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

SEP 05 1996

Examiner's Initials

ARTICLES OF INCORPORATION 26 SEP -3 PM 3:25

ARTICLE I - NAME TALLAHASSEE, FLORIDA

The name of this corporation is Modrano Holdings, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
2323 N.W. 82nd Avenue
Miami, Florida 33126

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Rafael Modrano
2323 N.W. 82nd Avenue, Miami, Florida 33126

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Fillings, Inc., a Florida Corporation
3732 N.W. 16th Street
Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: September 3, 1996

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Madrano Holdings, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: September 3, 1996

Teresa Roman
Teresa Roman, Incorporator

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

Dated: September 3, 1996

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman

FILED
06 SEP -3 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000072894
Lamont & Neiman, P.A.

ROBERT B. LAMONT
JAN B. NEIMAN
CARRIE MEYERS GARAZI
A. STEPHEN KOTLER
ELLEN BETH BELLET

MIAMI OFFICE
ONE BISCAYNE TOWER • SUITE 3550
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 530-8400
FAX (305) 530-8408

BOCA RATON OFFICE
4800 NORTH FEDERAL HIGHWAY
SUITE 307-A
BOCA RATON, FLORIDA 33431
(407) 381-1288
MIAMI LINE/FAX (305) 328-8710

October 16, 1996

Secretary of State of Florida
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32301

FEDERAL EXPRESS

Re: Medrano Holdings, Inc.
Articles of Amendment to
Articles of Incorporation

400001979344--3
-10/16/96--01009--006
*****87.50 *****87.50

Dear Madam:

Enclosed, please find an original and one copy of Articles of Amendment to the Articles of Incorporation of Medrano Holdings, Inc., together with our cost check of \$87.50.

Please return the certified copy of the Articles of Amendment to the undersigned in the pre-addressed stamped envelope enclosed.

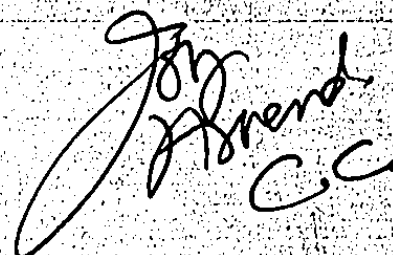
Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Mautner
Legal Assistant
enc.

c:\drm\jrn\S-S-Mdrano10-16-96

FILED
96 OCT 17 PM 1:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/22

CC

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MEDRANO HOLDINGS, INC.
a Florida corporation

FILED

96 OCT 17 PM 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the applicable Florida Statutes, the undersigned
adopts the following Articles of Amendment to its Articles of Incorporation:

- (1) ARTICLE IV of the Articles of Incorporation is deleted in its
entirety and in its place and stead shall be the following Article
IV.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which the Corporation shall have authority
to issue shall be 1,000 shares of common stock with a par value of \$.10 per share,
divided into two classes, the designation of each such class being as follows:

- A. 500 shares of Class A Common Stock; and
B. 500 shares of Class B Common Stock.

All of said shares (without regard to Class) shall have equal preferences,
limitations and relative rights, including rights to distribution and liquidation proceeds,
except that with respect to all matters coming before the shareholders for a vote of the
shareholders (a) holders of Class B common Stock shall not be entitled to vote,
individually or as a Class, and (b) a holder of Class A Common Stock shall be entitled to
cast one vote per share.

- (2) The foregoing amendment was approved by a sufficient
number of shareholders in every voting group entitled to vote
on the amendment.
- (3) The foregoing Amendment was adopted by the Shareholders
and the Board of Directors of the corporation on the 15
day of October, 1996.

Executed this 15 day of October, 1996.

MEDRANO HOLDINGS, INC.

By: x Rafael Medrano
Rafael Medrano, President

Attest: x Rafael Medrano
Rafael Medrano, Secretary

BEFORE ME, the undersigned authority, personally appeared **RAFAEL MEDRANO**, as President and Secretary, respectively, of **MEDRANO HOLDINGS, INC.**, a Florida corporation, personally known to me or who produced _____ as identification; who (did) not take an oath, and who acknowledged to and before me that he is the individual named and described above and that he executed the foregoing Articles of Amendment for the reasons and purposes therein expressed.

WITNESS, my hand and official seal in the State and County aforesaid this
15TH day of October, 1996.



Saemia Lepton
Notary Public, State of Florida at large

my commission expires:

JANUARY 09/98

DANNIA LEYTON
(notary - print name)

c:\dm\jen\A-A-Medrano

Lamont & Neiman, P.A.

896000072894

ROBERT B. LAMONT
JAN B. NEIMAN
CARRIE MEYER GARZA
A. STEPHEN HOTLER
ELLEN BETH BELLET

MIAMI OFFICE
ONE BISCAYNE TOWER SUITE 3880
TWO SOUTH BISCAYNE BOULEVARD
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4800 NORTH FEDERAL HIGHWAY
SUITE 307-B
BOCA RATON, FLORIDA 33431
(407) 391-1266
MIAMI LINE/FAX (305) 358-5710

Reply To: Miami Office

January 7, 1997

Secretary of State of Florida
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

600002056916--0
-01/14/97--01093--004
*****35.00 *****35.00

Re: Medrano Holdings, Inc.

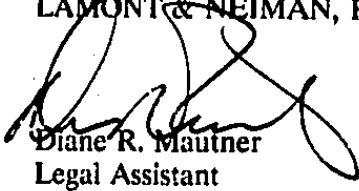
Gentlemen:

Enclosed, for filing, please find a Statement of Change of Registered Office/Agent with regard to the above-captioned Florida corporation.

Enclosed is our cost check of \$35.00. Please return to us a stamped file copy of the filed Statement of Change of Registered Office/Agent. A pre-addressed stamped envelope is attached.

Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Mautner
Legal Assistant
enc.

FILED
97 JAN 14, PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 1/21
2A Ch.

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the under-
signed corporation organized under the laws of the State of FLORIDA, submits
the following statement in order to change its registered office or registered agent, or
both, in the State of Florida.

1. The name of the corporation is: MEDRANO HOLDINGS, INC.

1a. Date of Incorporation September 3, 1996 Document number P96000072894

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

Fillings, Inc., 3732 N.W. 16th Street, Fort Lauderdale, Florida


3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Lamont & Neiman, P.A., One Biscayne Tower, #3550

Two South Biscayne Boulevard, Miami, Florida 33131

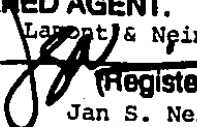
The street address of its registered agent and the street address of the business office
of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

SIGNATURE 
(name and title) Raphael Medrano
President

DATE 1/7/97

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 RELATIVE TO THE PROPER AND COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
(Registered Agent)
Jan S. Neiman, Secretary

DATE 1/7/97

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