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((H90000012293 2))

TO: DIVISION OF CORPORATIONS

FAX #: (004)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3804

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BELFORT INTERNATIONAL CORP.
AUDIT NUMBER.....H90000012293
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 8
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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FILED

*Ray
9/5/96*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 4, 1996

EMPIRE

SUBJECT: BELFORT INTERNATIONAL CORP.
REF: W96000018465

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

The document is illegible and not acceptable for microfilming.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

FBN IS CUT OFF AT BOTTOM OF PAGE AND HAND WRITING IS NOT LEGIBLE IN ARTICLE VI

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) 487-6933.

Dana Calloway
Document SpecialistFAX Aud. #: H96000012293
Letter Number: 996A00041400

ARTICLES OF INCORPORATION
OF

BELFORT INTERNATIONAL CORP.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

BELFORT INTERNATIONAL CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

**150 S.E. 2nd AVENUE, # 112C
Miami, FL 33131**

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

Mark C. Bruni
150 S.E. 2nd Ave.
Suite 112C
Miami, FL 33131
(305) 358.8054
FBN. 07349.77

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 3,000 shares, having an individual par value of ONE DOLLAR (\$1.00)

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Mark C. Bruni 150 S.E. 2nd Avenue # 1112C
Miami, FL 33131

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Mark C. Bruni,
150 S.E. 2nd Avenue # 1112C
Miami, FL 33131

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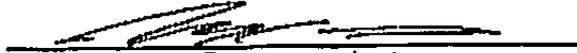
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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Mark C. Bruni
150 S.E. 2nd Avenue # 1112 C
Miami, FL 33131

The undersigned has executed these Articles of Incorporation this 3rd day of September, 19 76.



Incorporator

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CERTIFICATE OF DESIGNATION
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.

First that Belfort International Corp.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
(Florida)
with its principal office, as indicated in the articles of incorporation has named Mark C. Bruni
(Name of Registered Agent)
located at 150 S.E. 2nd Avenue #1112 C
City of Miami County of Dade
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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 [Signature]
Registered Agent

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SECRETARY OF STATE
(TALLAHASSEE, FLORIDA)

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((H97000003569 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BELFORT INTERNATIONAL CORP.

AUDIT NUMBER.....H97000003569

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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*Company
Linda*

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BELFORT INTERNATIONAL CORP.

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TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 I OF THE ARTICLES OF INCORPORATION FOR BELFORT INTERNATIONAL CORP. IS HEREBY AMENDED AS FOLLOWS:

ARTICLE I

The name of the corporation shall be: Alfort International Corp.

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:
Mark C. Bruni, Esq.
150 SE 2nd Ave.
Miami, FL 33131
305-358-8054
FL Bar#734977

N/A

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THIRD: The date of each amendment's adoption: February 1, 1997.

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 1st day of Februaury, 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)

MARK C. BRUNI

Typed or printed name

DIRECTOR

Title

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