

Sup-06-96 1014 A MARTINEZ CID TALLAHUSSE 1 06 858 2513 P.02

ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER SELECTION AND <CR>: DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

12:05 PM

((H96000012461 5))

TO: DIVISION OF CORPORATIONS

FAX N: (904)922-4001

FROM: RICARDO MARTINEZ-CID, P.A.  
CONTACT: RICARDO MARTINEZ-CID  
PHONE: (305)859-7494

ACCTN: 076640001666

FAX N: (305)858-2513

NAME: IT GROUP INC.

AUDIT NUMBER.....H96000012461

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE... \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

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96 SEP -6 PM 1:01

SECRETARY OF STATE  
TALLAHUSSEE, FLORIDA

FILED  
96 SEP -6 PM 1:14  
SECRETARY OF STATE  
TALLAHUSSEE, FLORIDA

9-6-96

IB

496A - 4175 /

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H9600001246

ARTICLES OF INCORPORATION

IT GROUP INC.

Article I - Name

The name of this corporation is IT GROUP INC.

Article II - Purpose

This corporation is organized to provide quality apparel and entertainment, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his 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 Principal, Registered Office and Agent

The principal address of the office of this corporation is 100 Lincoln Road, Suite 602, Miami Beach, Florida 33139.

The name of the initial Registered Agent of this corporation is JAVIER FONT of 100 Lincoln Road, Suite 602, Miami Beach, Florida 33139.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are JAVIER FONT, of 100 Lincoln Road, Suite 602, Miami Beach, Florida 33139, who will also serve as the president/secretary, and JOHAN MAARTEN PASSCHIER, who will also serve as treasurer of the corporation.

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H9600001246

FILED  
SEP - 6 1996  
STATE OF FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H9600012461

Article VII - Incorporator

The name and address of the person signing these Articles is JAVIER FONT, of 100 Lincoln Road, Suite 602, Miami Beach, Florida 33139.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this September 6, 1996.

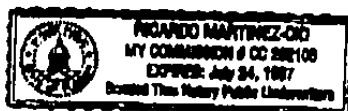



JAVIER FONT

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF DADE )

BEFORE ME, the undersigned Notary Public, personally appeared JAVIER FONT, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this September 6, 1996.



 / Notary Public  
State of Florida at Large

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H9600012461

FLORIDA BAR NO. 157029 / AUDIT NUMBER: 49600012461

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

FILED  
SEP - 6 PM 1:14  
STATE  
CLERK  
TALLAHASSEE

WITNESSETH:

That IT GROUP INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named JAVIER FONT, located at 100 Lincoln Road, Suite 602, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of  
IT GROUP 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 provisions of the Florida Statutes this September 6, 1996.



JAVIER FONT  
Registered Agent

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: 49600012461



THE UNITED STATES  
CORPORATION  
COMPANY

P96000074076

ACCOUNT NO. : 072100000032

REFERENCE : 515414 7125032

AUTHORIZATION :

300002294843--1

-09/16/97--01006--022  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

COST LIMIT : \$ PPD

ORDER DATE : September 2, 1997

ORDER TIME : 12:23 PM

ORDER NO. : 515414-015

CUSTOMER NO: 7125032

CUSTOMER: Mr. Walter .. Scott  
Global Office & Furniture  
Post Office Box 570231

Miami, FL 33257

*Amend*

*File*

97 SEP-2 11:25  
FILED  
TALLAHASSEE FLORIDA

DOMESTIC AMENDMENT FILING

NAME: IT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

C. TAX  
FILING  
35  
35  
BALANCE  
REFUND

97 SEP-2 11:02  
RECEIVED

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

It Group, Inc.

Page 1 of 3

July 03RD, 1997

(Special Meeting to Amend  
Articles of Incorporation)

FILED  
97 SEP -2 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**I. Amendment to Articles #6 & #7**

Special meeting to the Board of Directors and Stockholders of It Group, Inc., held at the following: 180 NE 39TH Street, Miami, Florida, the 3RD day July of the year 1997, at 1:00 o'clock PM....

The meeting was dully called to order by the Chairman, Javier Font, President of It Group, Inc.,.... Also present by invitation were Pedro Estrada, Accountant & Controller to It Group, Inc., Maria Carmen Heredia, Raysa Soler and Guillermo Jarramillo.

The Chairman appointed Pedro Estrada as temporary secretary for the meeting.... The chair explains:

That the he, Javier Font himself is the owner and holder of all ten thousand (10,000) shares of stock. (100% ownership) and that has received an offer to purchase all ten thousand (10,000) shares of common stock (100% Ownership) from him, by Guillermo Jarramillo, on behalf of the himself.

The aforementioned was discussed in detail and upon motion dully made, seconded and unanimously carried it was resolved that the offer to purchase the ten thousand (10,000) shares from Javier Font by Guillermo Jarramillo, was approved and it was ordered filed and spread at length upon the minutes.

The Chairman, Javier Font also President submitted and accepted his resignation as PRESIDENT AND SECRETARY

Javier Font still acting as Chairman to the meeting stated the necessity to elect new officers for the corporation, and asked for nominations.

Upon motion duly made, seconded and unanimously carried the following were named to the office opposite their names, to serve in that position until the annual meeting of the corporation:

**Guillermo Jarramillo**  
**PRESIDENT/SECRETARY**

There being no further business to come before the chair, upon motion duly made, seconded and carried. The meeting was adjourned.

## **II. Amendment**

The date of each amendment's adoption:

07/03/97

## **III. Amendment** *(Adoption of Amendment(s) (check one))*

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment 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 approved 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 was not required.

Signed this 3rd day of July, 1997

Signature [Signature] Javier Font  
Chairman of the Board &  
President/Secretary

ON THIS 3rd DAY OF July, 1997 PERSONALLY  
APPEARED BEFORE ME, Javier Font, THE PERSON SIGNING THIS  
DOCUMENT, AND ACKNOWLEDGED TO ME THAT HE HAD EXECUTED THIS  
INSTRUMENT AS HIS OWN ACT AND DEED.

[Signature]  
NOTARY PUBLIC

**NOTARY PUBLIC**  
COMMISSION # 10CC448218  
NY COMMISSION EXP. MAR 27, 99