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10/07/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ERA INTERNATIONAL, INC.

AUDIT NUMBER.....H96000014055

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ERA INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the Corporation is ERA INTERNATIONAL, INC., and the principal address shall be 16909 N. Bay Rd., #607, N. Miami Beach, Florida 33160.

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

Article III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

CAPITAL STOCK

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative voting.** Cumulative voting shall not be permitted.

William J. Sanchez, Esq.
10621 N. Kendall Dr., Suite 208
Miami, FL 33176
(305) 595-5553
FL Bar No. 749080

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TALLAHASSEE, FLORIDA

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 16909 N. Bay Rd., #607, N. Miami Beach, Florida 33160, and the name of the initial registered agent of this corporation at that address is Edward Robinson Alcantara.

Article VI

DIRECTORS

(a) Number. This corporation shall have four(4) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Edward Robinson Alcantara President	16909 N. Bay Rd., #607 N. Miami Beach, FL 33160
Giuseppe Ancilai, Vice-President Vice-President	Avenida Avila, Quinta Shang-Hai La Castellana Caracas, Venezuela
Norma Romero, Secretary	16909 N. Bay Rd., #607 N. Miami Beach, FL 33160

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATOR

Edward Robinson Alcantara
16909 N. Bay Rd., #607
N. Miami Beach, FL 33160

Article IX

AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 4th
day of October, 1996.



Edward Robinson Alcantara

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State of Florida)
County of Dade) SS

The following instrument was acknowledged and personally known before me this
4th day of October, 1996.

Chandra R. Perry
Notary Public, State of Florida

Identification Produced:
Driver's Lic. #A925-236-58-345-0



VERANDA PERFORMANCE
My Commission CO-000000
Expires Sep. 22, 1999
Bonded by AMS
800-622-6876

55041000014055H

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**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 48,901, Florida Statutes, the following is submitted.

Edward Robinson Alcantara desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named Edward Robinson Alcantara, located at 16900 N. Bay Rd., #607, N. Miami Beach, Florida 33160, as its agent and accept service of process within Florida.

Incorporator:


Edward Robinson Alcantara

Date: 10/4/96

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Edward Robinson Alcantara

Date: 10/4/96

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TALLAHASSEE, FLORIDA

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Requestor's Name

Law Offices
William J. Sanchez & Associates, P.A.
 PROFESSIONAL ASSOCIATION
 THE KENDALL INTERNATIONAL BUILDING
 10621 N. KENDALL DRIVE, SUITE 208
 MIAMI, FLORIDA 33178

Office Use Only

R(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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

NEW FILINGS	
<input 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

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 [Signature]

Examiner's Initials	
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ERA INTERNATIONAL, INC.
(present 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

DIRECTORS

Name	Address
Edward Robinson Alcantara President	16909 N. Bay Rd., #607 N. Miami Beach, FL 33160
Giuseppe Ancillai Vice President	Avenida Avila, Quinta Shang-Hai La Castellana Caracas, Venezuela
Teresa Valdez Treasurer	16909 N. Bay Rd., #607 N. Miami Beach, FL 33160
Norma Romero Secretary	16909 N. Bay Rd., #607 N. Miami Beach, FL 33160

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:

THIRD: The date of each amendment's adoption: October 30, 1996

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 4th day of March, 19 97

Signature

[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)

EDWARD ALCANTARA

Typed or printed name

PRESIDENT - DIRECTOR

Title

Era International
P.O. Box 1129 Seville 101
Miami Beach, FL 33139

City/State/Zip Phone #
CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If more than one, list all)

1. _____
(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 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 checked="" type="checkbox"/>	Dissolution/Withdrawal 9-26-97
<input type="checkbox"/>	Merger

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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

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ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Era International, Inc.

SECOND: The articles of incorporation were filed on: October 7, 1996

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 15 day of September, 19 97.

Signature

[Signature]
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Edward Alcantara
(Typed or printed name)

President
(Title)

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