

ro: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: INTERNATIONAL INVESTORS, INC. AUDIT NUMBER..... 196000015636

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

CERT. OF STATUS...0

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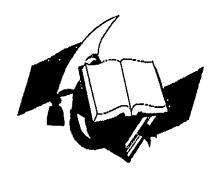
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# CERTIFICATE OF INCORPORATION

AND

ARTICLES OF INCORPORATION

FOR: INTERNATIONAL INVESTORS INC.
PREPARED BY:

GIOVANNI CASTELLANOS

VARES IN. OLIVERA & ASSOCIATES ACCOUNTING SERVICES

1214 SW 2<sup>ND</sup> STREET MIAMI FL. 33135 305-642-7611

# CERTIFICATE OF INCORPORATION

# ARTICLES OF I NCORPORATION FOR

# INTERNATIONAL INVESTORS, INC.

We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation privileges, and immunities of a corporation for profit, bereby adopt(s) the following Articles of Incorporation.

#### ARTICLE I

The name of the corporation shall be:

INTERNATIONAL INVESTORS, INC.

#### ARTICLE II

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

#### ARTICLE III

The corporation is authorized to issue one bundred (100) shares of \$ 10.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the president and vice-president.

#### ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than One thousand (\$ 1,000.00) dollars,

#### ARTICLE V

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This corporation is to have perpetual existence.

#### ARTICLE VI

The principal office of this corporation shall be:

1840 James Ave. #7 Miami Beach, Fl. 33139 (305) 604-9372

#### ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of Legislature, shall hold office for the Corporation, are:

RAUL ROJAS 1840 James Ave. #7 Miami Beach, Florida, 33139 (305) 604-9372

VICE-PRESIDENT
SECRETARY

PRESIDENT

ANDRES ZAVALA 1840 James Ave. #7 Miami Beach, Florida, 33139 (305) 604-9372

The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.

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#### ARTICLE VIII

The names and post office addresses of each shareholder and registered agent to the Certificate of Incorporation are as follows:

**SHAREHOLDERS** 

% OF SHARES

RAUL ROJAS 1840 James Ave.#7 Miami Beach, Florida 33139

50%

ANDRES ZAVALA 1840 James Ave. #7 Miami Beach, Florida 33139 50%

#### ARTICLE IX

The corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open. The inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in it's By-laws confers power upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

The corporation reserves the rights to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now bereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business. Both within and without the State of Florida, do hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 6<sup>TH</sup> day of November of the year 1996.

RAUL ROYAS, PRESIDENT

ANDRES ZAVALA, VICE PRESIDENT/SECRETARY

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STATE OF FLORIDA )
SS
COUNTY OF DADE )

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared

RAUL ROJAS & ANDRES ZAVALA

Who, after being duly sworn by me, depose and say that he signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this 6th day of November of the year 1996.

GIÓVANNI CASTELLANOS

Notary Public,

State of Florida al Large

OFFICIAL NOTARY SEAL GIOVANNI CASTELLANOS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC453839 MY COMMISSION EXP. APR. 19,1999

## CERTIFICATE OF ADKNOWLEDGMENT OF REGISTERED AGENT FOR SERVICE AND PROCESS WITHIN THE STATE OF FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That: INTERNATIONAL INVESTORS, INC.

is qualified to do business under the laws of the State of Florida, with it's REGISTERED OFFICE at:

1840 James Ave. #7 Miami Beach, Florida, 33139 (305) 604-9372

and has appointed: RAUL ROJAS

As it's agent to accept services of process within the State.

# **ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping office said office.

RAUL ROJAS
Registered Agent

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# ADDENDUM TO ARTICLES OF INCORPORATION

BEFORE ME: GIOVANNI CASTELLANOS, the undersigned Notary Public, Appear RAUL ROJAS and ANDRES ZAVALA, of legal age, both residing at 1840 James Ave. #7 Miami Beach, Florida. U.S.A....

# BEIGN DULY SWORN

THEY SAY: That both, being 50% shareholders of the Corporation INTERNATIONAL INVESTORS INC., they are agreeing to give each other the first option in purchase of shares, allowing a 90 day period for a reasonable offer according to fair market value of such shares at the time. That no shareholder will be allowed to sell his shares in this Corporation to an outside entity or person without previously allowing the other shareholder the waiting period an terms mentioned above.

RAUL ROJAS, 50% Shareholder

ANDRES ZAVALA, 50% Shareholder

SWORN TO AND SUSCRIBED BEFORE ME THIS 6TH DAY OF NOVEMBER

THE YEAR 1996.

GICTANNI CASTELLANOS,

Notary Public, State of Florida at Large.

My Commission Expires: 4/19/99!

OFFICIAL NOTARY STAL GIOVANNI CASTELLANOS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC453839 MY COMMISSION EXP. APR. 19,1999