

P96000092202

11/08/96 11:02/06 12: PM
EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
ELECTRONIC FILING COVER SHEET

((H96000015824 1))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770
NAME: MOONSOUTH ENTERPRISES, INC.
AUDIT NUMBER.....H96000015824
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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TALLAHASSEE, FLORIDA

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11/8/96

NOV-08-1996 14:52

EMPIRE CORPORATE KIT

P.01/06



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 8, 1996

EMPIRE

SUBJECT: MOONSOUTH ENTERPRISES, INC.
REF: W96000023833

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

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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.

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Dana Calloway
Document Specialist

FAX Aud. #: H96000015824
Letter Number: 596A00051373

(2)

ARTICLES OF INCORPORATION

H96000015824

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

MOONSOUTH ENTERPRISES, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

9866 S. W. 88TH STREET
APT. NO. F-213
MIAMI, FL. 33176**ARTICLE II - PURPOSE**

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

9866 S. W. 88TH STREET
APT. NO. F-213
MIAMI, FL. 33176

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

PREPARED BY:
GUILLERMO UBIETA
2320 WEST 60TH STREET
MIAMI, FL. 33016
305-825-3929HELENA MACHADO LIMA
9866 S. W. 88TH STREET
APT. NO. F-213
MIAMI, FL. 33176

H96000015824

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

HELENA MACHADO LIMA / PRESIDENT & DIRECTOR
ADILSON ALVES DE LIMA / VICE-PRESIDENT & DIRECTOR

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

HELENA MACHADO LIMA
9866 S. W. 88TH STREET
APT. NO. F-213
MIAMI, FL. 33176
(305)273-1153

ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.


ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 7TH DAY OF NOVEMBER, 1996.


Incorporator

H96000015824

H96000015824

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

WITNESSETH:

THAT MOONSOUTH ENTERPRISES, INC., DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:
HELENA MACHADO LYMA

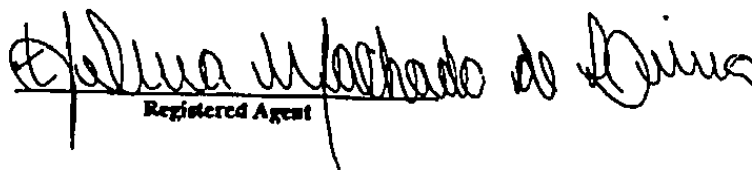
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
MOONSOUTH ENTERPRISES, 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 PROVISION OF THE FLORIDA STATUTES,

THIS 7TH DAY OF NOVEMBER , 1996.


Registered Agent

H96000015824

FILED
95 NOV -8 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000015824

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,
HELENA MACHADO LIMA FDL NO. L500-333-53-771-0 EXP. 7/31/2001

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

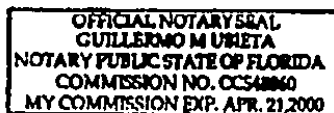
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 7TH DAY OF NOVEMBER , 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



H96000015824

g

1040

1040

FAX #: (904) 922-4000

ACCT#: 072450003255

FAX # : (305) 541-3770

AUDIT NUMBER.....H97000003253

CERT. OF STATUS..0

PAGES 3

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2-11-49

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97 FEB 27 AM 10:54
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FLORIDA

February 25, 1997

MOONSOUTH ENTERPRISES, INC.
9866 S.W. 88TH STREET
APT. NO. F-213
MIAMI, FL 33176

SUBJECT: MOONSOUTH ENTERPRISES, INC.
REF: P96000092202

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Linda Stitt
Corporate Specialist

FAX Aud. #: H97000003253
Letter Number: 197A00009876

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MOONSOUTH ENTERPRISES, INC.
DOCUMENT NO. P96000092202**

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97 FEB 27 AM 10:54

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION: **ARTICLE**

FIRST:

AMENDMENT ADOPTED:

I - THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION WILL BE:

**ILEANA ARGUELLO - PRESIDENT, SECRETARY & DIRECTOR
MARIA M. ARGUELLO VICE-PRESIDENT, TREASURER & DIRECTOR
PRINCIPAL & MAILING ADDRESS:
2441 NORTH WEST 93RD AVENUE STE. 107, MIAMI, FL. 33172**

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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: FEBRUARY 20TH 1997.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

___ THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.

___ THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS 20TH DAY OF FEBRUARY, 1997.

MOONSOUTH ENTERPRISES, INC.

BY: _____

Helena Machado de Lima
(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Typed or printed name: **HELENA MACHADO DE LIMA**

Title: **DIRECTOR / INCORPORATOR**

PREPARED BY: GUILLERMO UBIETA, JR. 2318 WEST 68TH STREET HIALEAH, FL. 33016 (305) 558-4514

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P96000092202

4/25/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:01 AM

((H97000006775 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: MOONSOUTH ENTERPRISES, INC.
AUDIT NUMBER.....H97000006775
DOC TYPE.....BASIC AMENDMENT
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CERT. COPIES.....0

PAGES..... 2
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TALLAHASSEE, FLORIDA

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97 APR 25 PM 1:34
DIVISION OF CORPORATIONS

H97000006775

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MOONSOUTH ENTERPRISES, INC.**

P96000092202

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1 - THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION WILL BE:

ILEANA ARGUELLO - PRESIDENT, SECRETARY & DIRECTOR
CLAUDIO ARGUELLO - VICE PRESIDENT, TREASURER & DIRECTOR
PRINCIPAL & MAILING ADDRESS:
2441 NORTH WEST 93RD AVENUE STE. 107, MIAMI, FL. 33172

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: APRIL 23RD 1997.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS 23RD DAY OF APRIL, 1997.
MOONSOUTH ENTERPRISES, INC.

BY: Ileana Arguello
(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Typed or printed name: ILEANA ARGUELLO
Title: DIRECTOR / INCORPORATOR

PREPARED BY: GUILLERMO UBIETA, JR., 2318 WEST 68TH STREET, HIALEAH, FL. 33016 (305) 552-4314

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