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18/8

FLORIDA DIVISION OF CORPORATIONS  
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O: 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: THE ROIG INVESTMENT GROUP, INC.

AUDIT NUMBER.....H96000016221

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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EMPIRE CORPORATE KIT

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**ARTICLES OF INCORPORATION**

**ARTICLE I - NAME**

THE NAME OF THIS CORPORATION IS:

**THE ROIG INVESTMENT GROUP, INC.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**540 BRICKELL KEY DR. #500  
MIAMI, FLORIDA 33131  
(305) 371-4327**

**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 1200 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 OF 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:

**540 BRICKELL KEY DR. #500  
MIAMI, FLORIDA 33131  
(305) 371-4327**

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

**HUGO RAUL ROIG MOREIRA**

PREPARED BY:  
GUILLERMO UBIETA  
2320 WEST 60TH STREET  
HIALEAH, FL. 33016  
(305) 825-3929

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FILED  
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CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

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THIS CORPORATION SHALL HAVE 3 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:

**HUGO RAUL ROIG MOREIRA- PRESIDENT & DIRECTOR**  
**ALFREDO ROIG, JR. - VICE-PRESIDENT & DIRECTOR**  
**ALFREDO ROIG - SECRETARY & DIRECTOR**

**ARTICLE VII - INCORPORATOR**

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

**HUGO RAUL ROIG MOREIRA**  
**540 BRICKELL KEY DR. #500**  
**MIAMI, FLORIDA 33131**  
**(305) 371-4327**

**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 15TH DAY OF NOVEMBER OF 1996.

  
Incorporator

H96000016221

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

**WITNESSETH:**

THAT THE ROIG INVESTMENT GROUP, 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 HUGO RAUL ROIG MOREIRA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF THE ROIG INVESTMENT 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 PROVISION OF THE FLORIDA STATUTES,

THIS 15TH DAY OF NOVEMBER, 1996.

  
\_\_\_\_\_  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)  
COUNTY OF DADE )

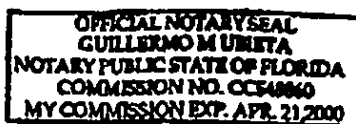
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED HUGO RAUL ROIG MOREIRA, FDL NO. R200-336-74-336-8 KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

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

IN THE STATE AND COUNTY AFORESAID THIS 15TH DAY OF NOVEMBER, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:



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((H96000016392 8))

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: THE ROIG INVESTMENT GROUP, INC.

AUDIT NUMBER.....H96000016392

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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*Original not filed*  
*Ken*

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
THE ROIG INVESTMENT GROUP, INC.  
DOCUMENT NO. P96000014786

H96000016392

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

FIRST:

AMENDMENT ADOPTED:

1 - THE NEW OFFICERS AND DIRECTORS FOR THIS CORPORATION WILL BE:

PRESIDENT & DIRECTOR: HUGO RAUL ROIG MOREIRA  
VICE-PRESIDENT & DIRECTOR: CATALDIA C. ROIG  
SECRETARY & DIRECTOR: ALFREDO ROIG

PRINCIPAL & MAILING ADDRESS: 540 BRICKELL KEY DRIVE #540, MIAMI, FL. 33131

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: NOVEMBER 19th 1996.

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 19th DAY OF NOVEMBER, 1996.

THE ROIG INVESTMENT GROUP, INC.

BY:

(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: HUGO RAUL ROIG MOREIRA  
Title: DIRECTOR/INCORPORATOR

PREPARED BY:  
GUILLERMO UBIETA  
2318 W. 66TH STREET  
HIALEAH, FL. 33016  
(305) 558-4514

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