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P97000017632

June 20, 2002

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

ASA Enterprises, Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy  
☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy  
☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status  
☒ Certificate of Good Standing  
☐ Articles Only  
☐ All Charter Documents to Include Articles & Amendments  
☐ Fictitious Name Certificate  
☐ Other

FILED  
JUN 28 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
JUN 20 AM 11:34  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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\*\*\*\*\*52.50 \*\*\*\*\*52.50

C. Coulson JUN 28 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 20, 2002

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: ASA ENTERPRISES, INC.  
Ref. Number: P97000017632

We have received your document for ASA ENTERPRISES, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You need to remove the wording from your first paragraph or rephrase it to reflect what you are doing. This is not becoming a corporation, it is amending. You will also need to do the same for the last paragraph where the signature page is in this document.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

RECEIVED  
JUN 28 PM 3:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Letter Number: 402A00040016

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ASA ENTERPRISES, INC.**

The undersigned, hereby for the purpose of amending and restating the Articles of Incorporation of the above-captioned corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare:

**ARTICLE I – NAME**

The name of the Corporation shall be **ASA ENTERPRISES, INC.**

**ARTICLE II – ACTIVITY**

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

**ARTICLE III – MAXIMUM SHARES**

The maximum shares of stock, at ten cents (\$.10) par value, that this Corporation is authorized to have outstanding at any time is **One Thousand (1,000) shares.**

**ARTICLE IV – AMOUNT OF INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business will not be less than **One hundred dollars (\$100.00) Dollars.**

**ARTICLE V – CAPITAL STOCK**

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TALLAHASSEE, FLORIDA

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lien of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

#### **ARTICLE VI – EXISTENCE**

This Corporation is to have perpetual existence.

#### **ARTICLE VII – PRINCIPAL OFFICE**

The principal office of this Corporation shall be at:

**9631 FONTAINEBLEAU BLVD., #411 – DORAL  
MIAMI, FL 33172**

#### **ARTICLE VIII – BOARD OF DIRECTORS**

The number of the board of directors of the Corporation shall no be less than one person. No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the Corporation's existence, or until his successor is elected and shall be duly qualified, is:

<b>ANTONIO SERGIO BAYMA AGUIAR.....</b>	<b>DIRECTOR-PRESIDENT</b>
<b>9631 Fontainebleau Blvd., #411 – Doral</b>	<b>Secretary/Treasurer</b>
<b>MIAMI, FL 33172</b>	

## **ARTICLE IX – SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The initial shareholder of the Corporation will be:

**ANTONIO SERGIO BAYMA AGUIAR.....1,000 SHARES**  
**9631 Fontainebleau Blvd., #411 – Doral**  
**MIAMI, FL 33172**

## **ARTICLE X – LIMITATIONS OF CORPORATE STOCK**

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock. Such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

## **ARTICLE XI – FURTHER RIGHTS**

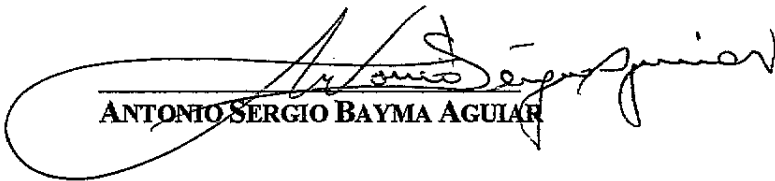
The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of his Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and



in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The undersigned, being the sole incorporator, director, and shareholder of ASA Enterprises, Inc., does hereby certify that he has duly approved the Amended and Restated Articles of Incorporation and declares and certifies that the facts herein stated are true and to respectively agree to abide by the Amended and Restated Articles as herein stated.

Subscribed at Miami, Dade County, Florida this 27 day of February, 1997

  
ANTONIO SERGIO BAYMA AGUIAR