

P97000065634

7/29/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

5:35 PM

((H97000012389 7)))

O: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: RIO GEM EXPORT & IMPORT CORP.
AUDIT NUMBER.....H97000012389
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
help F1 Option Menu F2

NUM CAPS Connect: 00:07:39

07 JUL 30 1997
01:31 PM CEST
JUL 30 1997

K.R. JUL 30 1997

H 97000012389

ARTICLES OF INCORPORATION
RIO GEM EXPORT & IMPORT CORP.

FILED
97 JUL 30 AM 8:10
RECEIVED
TALLAH

ARTICLE I

The name of this corporation shall be:
RIO GEM EXPORT & IMPORT CORP.

With the principal place of business located at:
19390 COLLINS AVENUE SUITE 1214 A
NORTH MIAMI BEACH FL 33160

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.)

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:
19390 COLLINS AVE SUITE 1214 A
NORTH MIAMI BEACH FL 33160

The Name of the initial REGISTERED AGENT of this Corporation is:
FABIO PINTO

PREPARED BY: THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278
141 N.E. 34TH AVENUE 9TH FLOOR, MIAMI, FL 33132 (305) 373-6211

H 97000012389

H 97000012389

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President - FABIO PINTO

ARTICLE VII
INCORPORATOR

The name and address of the person signing this article is:

FABIO PINTO
19390 COLLINS AVENUE SUITE 1214 A
NORTH MIAMI BEACH FL 33160

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers 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 Article of Incorporation this 29 DAY OF JULY 0F 1997



Incorporator

H 97000012389

H 97000012389

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

WITNESSETH:

THAT RIO GEM EXPORT & IMPORT CORP.
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:

FABIO PINO

AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

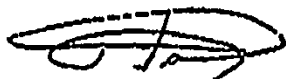
ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

RIO GEM EXPORT & IMPORT CORP

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 29 DAY OF JULY, 1997



Registered Agent

H 97000012389

H 97000012389

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED.

FABIO PINTO

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 HEREBY SET MY HAND AND AFFIXED
MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 29 DAY OF JULY, 1997


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE


My commission expires

H 97000012389

H 97000012389

SPECIFIC POWER OF ATTORNEY

BE IT KNOWNLEDGED, THAT I, **RIO GEM EXPORT & IMPORT CORP** **THE**
UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO
THE LAW OFFICES OF ALAN S. GLUECK, OF MIAMI, FL
- AS MY ATTORNEY-IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE
AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF:
MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS
LICENSES, INQUIRE ABOUT LIABILITIES WITH THE IRS., FLORIDA DEPARTMENTS,
CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL
INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND
PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND
PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY
ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY
MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED
UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY
SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY
ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION

SIGNED UNDER SEAL THIS 29 DAY OF JULY, 1997

STATE OF FLORIDA
COUNTY OF DADE

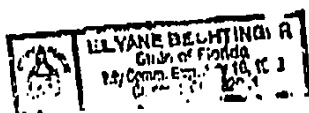
On / / before me, **ELYANE BECHTINGER** personally appeared:

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose
name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature

Notary Public



Affiant Known ☒ Produced ID
Type of ID

H 97000012389