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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4888

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

ACCT#: 07245000325

FAX #: (305)541-3770

NAME: H.A.M. LATIN AMERICA, INC.  
AUDIT NUMBER.....H97000020913  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....0

PAGES..... 4  
DEL.METHOD.. FAX  
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*Amendment  
1/7/98  
bc*

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((H97000020913 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: H.A.M. LATIN AMERICA, INC.  
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97 DEC 19 AM 8:29  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 23, 1997

H.A.M. LATIN AMERICA, INC.  
4815 NW 79TH AVENUE  
SUITE 6  
MIAMI, FL 33166

SUBJECT: H.A.M. LATIN AMERICA, INC.  
REF: P97000075460

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H97000020913  
Letter Number: 897A00060178



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 19, 1997

H.A.M. LATIN AMERICA, INC.  
4815 NW 79TH AVENUE  
SUITE 6  
MIAMI, FL 33166

SUBJECT: H.A.M. LATIN AMERICA, INC.  
REF: P97000075460

RECEIVED  
97 DEC 22 PM 4: 12  
DIVISION OF CORPORATIONS

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) 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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF INCORPORATION**

THE NAME OF THIS CORPORATION IS:

**H. A. M. LATIN AMERICA, INC.**

**ARTICLE II: ADDRESS**

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION WILL BE LOCATED AT:

**4815 NORTH WEST 79<sup>TH</sup> AVENUE  
SUITE NO. 6  
MIAMI, FLORIDA 33166**

**ARTICLE III: 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 UNDER CHAPTER 607 OF THE FLORIDA STATUTES.

**ARTICLE IV: CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE FIFTY THOUSAND (50,000) SHARES OF COMMON STOCK, PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE.

**ARTICLE V: 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 EARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE VI: PREFERRED SHARES / SPECIAL CLASS**

THIS CORPORATION SHALL NOT ISSUE PREFERRED SHARES OR SPECIAL CLASS OF SHARES IN A SERIES.

**ARTICLE VII: REGISTERED AGENT AND OFFICE**

THE NAME OF THE INITIAL REGISTERED AGENT AND THE STREET OF THE INITIAL REGISTERED OFFICE AS TO THE CORPORATION ARE:

**MARLI ALMEIDA  
4815 NORTH WEST 79<sup>TH</sup> AVENUE  
SUITE NO. 6  
MIAMI, FLORIDA 33166**

PREPARED BY: GUILLERMO UBIETA  
8045 North West 36<sup>TH</sup> Street No. 523  
MIAMI, FL. 33166 (305) 597-4511

AMENDED ARTICLES OF INCORPORATION OF: H. A. M. LATIN AMERICA, INC.

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**ARTICLE VIII -- INITIAL BOARD OF DIRECTORS & OFFICERS**

THIS CORPORATION SHALL HAVE 4 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 NAME AND ADDRESSES OF THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS / ARE:

**MAURICIO PAOLUCCI - PRESIDENT & DIRECTOR**  
ADDRESS: 8333 LAKE DRIVE SUITE L281 MIAMI, FLORIDA 33166

**ABNER ALMEIDA - VICE-PRESIDENT & DIRECTOR**  
ADDRESS: 931 NORTH WEST 97<sup>TH</sup> AVENUE PLANTATION, FLORIDA 33324

**MARLI ALMEIDA - SECRETARY & DIRECTOR**  
ADDRESS: 931 NORTH WEST 97<sup>TH</sup> AVENUE PLANTATION, FLORIDA 33324

**LUCIANO PAOLUCCI - TREASURER & DIRECTOR**  
ADDRESS: AVENIDA JURANDIR, 1025 AEROPORTO SAO PAULO, SP 04072

**ARTICLE X: INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER(S) OR DIRECTOR(S), OR ANY FORMER OFFICER(S) OR DIRECTOR(S) AND EMPLOYEES TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XI: 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 XII: BY LAWS**

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

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**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)

THE DATE OF ADOPTION FOR THIS AMENDMENT IS OCTOBER 01, 1997

SIGNED THIS 1<sup>ST</sup> DAY OF OCTOBER, 1997.

H. A. M. LATIN AMERICA, INC.

BY:

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

Typed or printed name: **MARLI ALMEIDA**  
Title: **INCORPORATOR \ DIRECTOR**

PREPARED BY: **GUILLERMO UBIETA, JR.,**  
8045 NORTH WEST 36<sup>TH</sup> STREET SUITE 525, MIAMI, FL. 33166 (305) 597-4511

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