

SAENZ, ROBLED, SAX & COMPANY, P.A.  
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

8180 N.W. 36 STREET, #100 • MIAMI, FLORIDA 33166-6650

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798000033807

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1244 N. University Drive  
Plantation, Florida 33322  
Telephone: 954 370-2727  
Fax: 954 370-2776

April 10, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: SIMA BUSINESS & ADVERTISING GROUP, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Saenz, Robledo, Sax & Company, P.A.

8180 N.W. 36 Street, #100

Miami, Florida 33166

305-477-6969

Eduardo Gonzalez GAVE  
AUTHORIZATION BY PHONE TO  
use home address on  
CORRECTION  
DATE 4-14-98  
DOC. NO. CB

FILED  
98 APR 13 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

SIMA BUSINESS & ADVERTISING GROUP, INC.

=====

The undersigned Subscriber who is of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts and acknowledges the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this Corporation shall be:

SIMA BUSINESS & ADVERTISING GROUP, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all powers to the same extent as natural persons might or could do and specifically the corporation may engage in any activity or business permitted under the laws of the United States and/or the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 7500 shares common stock at \$1 par value.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuation as may be determined, from time to time, by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these Articles

*[Handwritten signature]*

*[Handwritten signature]*

*[Handwritten signature]*

#### ARTICLE V

The street address of the initial principal office of this Corporation is 8180 N.W. 36 St., Suite 100, Miami, FL 33166 and the name of the initial Registered Agent of this Corporation is Eduardo S. Gonzalez.

#### ARTICLE VI

The number of directors of this Corporation shall initially be 3. The Corporation shall be managed by the Board of Directors. The exact number of directors may be increased or decreased, from time to time, by the By Laws of the Corporation, but at no time shall there be less than one director.

The name and street address of the initial directors of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

NAME(S) :

ADDRESS(ES) :

Affonso Paulo Monteiro Vianna

Bernadete Gonzalez Meger

Adriana Rodrigues Machado

#### ARTICLE VII

The name and post office address of the Subscribers and the number of shares of stock subscribed are:

NAME(S) :

ADDRESS(ES) :

SHARES:

Affonso Paulo Monteiro Vianna

400

Bernadete Gonzalez Meger

400

Adriana Rodrigues Machado

200

#### ARTICLE VIII

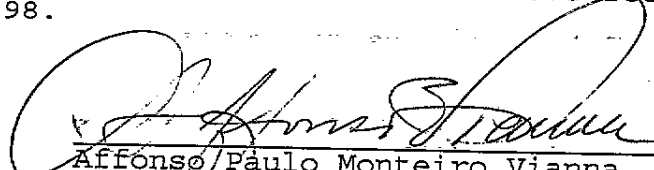
No contract or other transaction between this Corporation and any other corporation, partnership person or other entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors, officers or stockholders of this Corporation are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof. Any directors individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director, and officer or a stockholders of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director, officer or stockholder of such corporation, or not so interested.

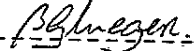
#### ARTICLE IX

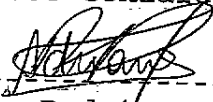
This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or hereafter prescribed by statute, and any rights conferred upon the stockholders are subject to reservation.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The Corporation shall have first lien on the shares of its members, and upon the dividends due them, for any indebtedness of such members to the Corporation.

IN WITNESS WHEREOF, the undersigned being the original Subscribers to the capital stock hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agreeing to take the number of shares hereinabove set forth, this 10<sup>th</sup> day of APRIL 1998.

  
Affonso Paulo Monteiro Vianna

X   
Bernadete Gonzalez Meger

X   
Adriana Rodrigues Machado

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT-- SIMA BUSINESS & ADVERTISING GROUP, INC.

DESIRING TO ORGANIZE TO QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI STATE OF FLORIDA HAS NAMED EDUARDO S. GONZALEZ LOCATED AT 8180 N.W. 36 ST., SUITE 100, MIAMI, FL 33166 CITY OF MIAMI STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 

TITLE Director

DATE 4/10/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 

DATE 4/10/98

FILED  
98 APR 13 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA