

P98000076495

9/01/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:30

((H98000016368 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: RUIZ & CO., INC.  
CONTACT: OSCAR W RUIZ  
PHONE: (305)828-1277

ACCT#: 110116001462

FAX #: (305)828-6855

NAME: INTERWORLD INTERNATIONAL LTD, INC.

AUDIT NUMBER.....H98000016368

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

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. \*\*

FILED  
98 SEP -2 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nu 9/2/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 2, 1998

RUIZ & CO., INC.

SUBJECT: INTERWORLD INTERNATIONAL LTD, INC.  
REF: W98000020087

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 use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

YOU MAY USE LIMITED, INC. SPELL OUT LIMITED.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan  
Document Specialist

FAX Aud. #: H98000016368  
Letter Number: 698A00045155

**ARTICLES OF INCORPORATION  
OF**

**FILED**

**98 SEP -2 AM 10: 29**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**INTERWORLD INTERNATIONAL LIMITED, INC.**

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: **INTERWORLD INTERNATIONAL LIMITED, INC.**  
The principal place of business of this corporation shall be: 8301 S.W. 33 Terrace  
Miami, Florida 33155

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: (1000) **ONE THOUSAND @ \$ .10 par value per share.**

In the event that any shareholder desires to sell any part of their holdings to an individual not a signatory to this instrument, shall obtain such bona fide offers as they may desire, and report the offers in writing to the secretary, shall mark the offer which they desire to accept. The secretary shall then notify all of the signatories of the proposed offer, and any signatory shall be entitle to a right of first refusal to purchase the shares on the same terms as the accepted offer within 60 Days.

**ARTICLE IV TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**Page 1**

This Doc. Prepared by: Ruiz & Co., P.A.  
1665 W. 68 St. #206, Hialeah, FL 33014  
(305) 828-1277

**Aud#**

Auth# H98000016368-6

## ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Claudio Enrique Vanini  
8301 S.W. 33 Terrace  
Miami, Florida 33155

## ARTICLE VI AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the shareholders herein are subject to this reservation.

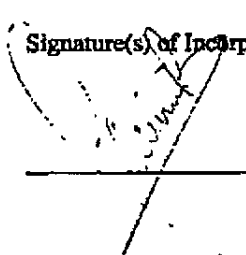
## ARTICLE VII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is (are):

Claudio E. Vanini  
8301 S.W. 33 Terrace  
Miami, Florida 33155

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 30th, day of July, 1998.

Signature(s) of Incorporator(s)

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Aud# H98000016368-6

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **INTERWORLD INTERNATIONAL LIMITED, INC.**
2. The name and address of the registered agent and office is: **Claudio E. Vanini**  
8301 S.W. 33 Terrace  
Miami, Florida 33155

SIGNATURE \_\_\_\_\_

TITLE : Officer

DATE: July 30th, 1998

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: \_\_\_\_\_

DATE: July 30th, 1998

FILED  
98 SEP -2 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA