

P99000058753  
TRANSMITTAL LETTER

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

500002916715--7  
-06/28/99--01052--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: METALS & MINERALS INC.  
(Proposed corporate name - must include suffix)

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

FROM:

LORD & IGLESIAS ACCTING SVCS, INC

Name (Printed or typed)

12964 SW 133rd COURT, SUITE # B

Address

MIAMI, FLORIDA 33186-5806

City, State & Zip

305 254-1099

Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 28 PM 2:33

FILED

Adolfo Iglesias GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Name  
DATE 6/28  
DOC. EXAM. JB

NOTE: Please provide the original and one copy of the articles.

T. BROWN JUN 29 1999

2

**ARTICLES OF INCORPORATION**

**OF**

**METALS AND MINERALS, INC.**

FILED  
99 JUN 28 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of Florida Statutes.

**ARTICLE I - NAME**

The name of the Corporation is METALS AND MINERALS, INC. (hereinafter, "Corporation")

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

8401 NW. 17th STREET  
STE# CCS 229  
MIAMI, FLORIDA 33126

**ARTICLE III - PURPOSE OF CORPORATION**

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

3.1 This Corporation is organized with the purpose to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

3.2 To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation, town, city, country, state territory or government.

3.3 To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have and all powers above set forth as fully as natural person, whether a principals, agents trustees or otherwise.

3.4 To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owners of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.

3.5 To purchase, hold, sell and transfer the shares of its own capital stock; provide it shall not use its funds or property for the purchase of its own shares of capital ; and provide further that shares of its own capitol stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.

3.6 To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives aphthous Corporation whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation and to do any things herein before set forth the same extend as natural person might or could do.

#### **ARTICLE IV - CORPORATE CAPITALIZATION**

4.1 The maximum number of shares that this Corporation is authorized to have oustanding at any time is **ONE HUNDRED (100)** shares of common stock.

4.2 No holder of shares of stock of any class shall have any preemptive right to describe to or purchase any additional shares of any class, or any bonds or convertible securites of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer

any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting power, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE V - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.1 The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

5.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take action, or make any transfer or other disposition of the shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend;

" The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

## **ARTICLE VI - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE VII - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the address of the registered office of this Corporation is as follow:

**ADOLFO E. IGLESIAS**  
12010 SW. 97th STREET  
MIAMI, FLORIDA 33186-2606

## **ARTICLE IX - INCORPORATOR(S)**

The name and street address of the incorporator(s) of this Corporation is(are):

**EDUARDO E. PRIETO GARCIA**  
AVENIDA LIBERTADOR  
EDIFICIO EXA PISO # 2, OFC. 210  
EL ROSAL  
CARACAS 1060, VENEZUELA

**EGLE MARGARITA GARCIA GONZALEZ**  
AVENIDA LIBERTADOR  
EDIFICIO EXA PISO # 2, OFC. 210  
EL ROSAL  
CARACAS 1060, VENEZUELA

## **ARTICLE X - OFFICER(S)**

The director(s) and officers of the Corporation shall be:

**Director(s).**

**Officers:**

President: **EDUARDO E. PRIETO GARCIA**  
(OWNER OF 50% OF ALL SHARES)  
AVENIDA LIBERTADOR  
EDIFICIO EXA PISO # 2, OFC. 210  
EL ROSAL  
CARACAS 1060, VENEZUELA

Vice-President: **EGLE MARGARITA GARCIA GONZALEZ**  
(OWNER OF 50% OF ALL SHARES)  
AVENIDA LIBERTADOR  
EDIFICIO EXA PISO # 2, OFC. 210  
EL ROSAL  
CARACAS 1060, VENEZUELA

Secretary: **JOAQUIN CUETO**  
13840 SW 24th TERRACE  
MIAMI, FLORIDA 33175

**ARTICLE XI - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, ammend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

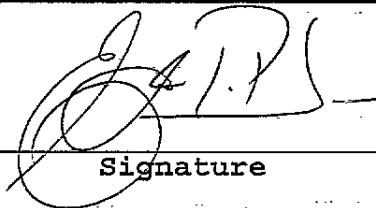
**ARTICLE XII - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XIII - AMENDMENT**

The Corporation reserves the right to ammend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or thereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or may amendment hereto are granted subject to this reservation.

**ARTICLE XIV - SIGNATURE(S) AND DATE**



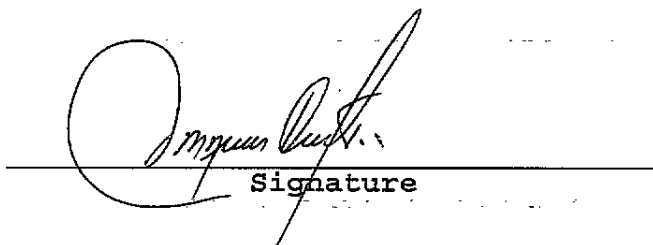
Signature

**EDUARDO E. PRIETO GARCIA**  
**INCORPORATOR/PRESIDENT**



Signature

**EGLE MARGARITA GARCIA GONZALEZ**  
**INCORPORATOR/VICE-PRESIDENT**



Signature

**JOAQUIN CUETO**  
**SECRETARY**

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: METALS AND MINERALS, INC.  
(must include suffix)

2. The name and address of the registered agent and office is:

ADOLFO E. IGLESIAS  
(Name)

12010 SW. 97th STREET  
(Street address - P. O. Box or Mail Drop Box NOT acceptable)

MIAMI, FLORIDA 33186-2606  
(City/State/Zip)

FILED  
99 JUN 28 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

JUNE 24, 1999  
(Date)