

TRANSMITTAL LETTER

P99000077763

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

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-08/27/99--01035--004
*****87.50 *****87.50

SUBJECT:

RAGTIME INTERNATIONAL, 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 of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Marina Vargas

Name (Printed or typed)

8355 N.W. 66th Street

Address

Miami, FL 33166

City, State & Zip

305- 470- 9070

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 27 PM 3:41

FILED

7/1/99
AUTHORIZATION BY PHONE TO
CORRECT Articles
DATE 8/31/99
DOO DUE

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

ARTICLES OF INCORPORATION
OF
RAGTIME INTERNATIONAL, INC.

FILED
99 AUG 27 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The Name of the corporation is: RAGTIME INTERNATIONAL, INC. located temporarily on 8355 N.W. 66th Street, Miami, Florida 33166. The name of the registered agent is Marina Vargas at that same address.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock with a par value of \$1.00.

ARTICLE V - VOTING RIGHTS

Except otherwise provided by law, the entire voting power for the election and termination of directors & officers and for all other purposes shall be vested exclusively in the 3 Board of Directors. This article may only be amended by the Board of Directors. This corporation shall have 3 Board of Directors which will be the exclusive shareholders. Seven votes will be required for approval of corporate decisions. Each members will have 3 votes.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VII - INITIAL BOARD OF DIRECTORS/INCORPORATORS

This corporation shall have three Director initially. The Directors of this corporation shall be:

Mrs. Marina Vargas Sr.
General Director & President

Ms. Marina Vargas Jr.
Operations and Marketing Director & Vice President

Mr. Alvaro Rozo San Miguel
Financial Director

ARTICLE VIII - BYLAWS

The power to adopt, alter amend or repeal bylaws shall be vested in SHAREHOLDERS exclusively.

ARTICLE IX - RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite his name:

Name:	Number of Shares
Marina Vargas Sr.	33.33
Marina Vargas Jr.	33.33
Alvaro Rozo San Miguel	33.34

Shares held by the individual shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. This shall apply on equal basis regardless of share ownership percentages.

ARTICLE X - INITIAL CAPITAL STOCK

The amount of capital with which this corporation shall begin business is a total of \$42,558.00 which are as follows \$25,000.00 in cash and \$17,558.00 in assets.

ARTICLE XI - MANAGEMENT OF CORPORATION BY THE 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 SHAREHOLDERS of this corporation.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIV - DIRECTORS, RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The Shareholders of this corporation shall have exclusive authority to fix the Compensation of Directors of this corporation.

ARTICLE XV - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his terms.

ARTICLE XVI - LIMITATION OF POWERS OF COMMITTEES

In addition to other limitation, imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVII - SHAREHOLDERS QUORUM AND VOTING

All SHAREHOLDERS shall constitute a quorum for a meeting of OFFICERS. If a quorum is present, the affirmative vote of all the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XVIII - MEETINGS BY TELEPHONE CONFERENCE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of telephone and Internet conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIX - REDUCTION IN STATED CAPITAL

The Stated Capital of this corporation shall be reduced by action of the Board of Directors/Shareholders, where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXII - INDEMNIFICATION

This incorporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

In witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this


MARINA VARGAS SR.
President

8355 N.W. 66TH ST.
MIAMI, FL 33166


MARINA VARGAS JR.
Vice President


ALVARO ROZO SAN MIGUEL
Financial Director

STATE OF FLORIDA, COUNTY OF ~~DADE~~ ^{BROWARD}

Before Me, a Notary Public, authorized to take acknowledgements in the State and county set forth above, personally appeared Marina Vargas Sr., Marina Vargas Jr., Alvaro Roza San Miguel, Known to me to be the persons described herein and who executed the forgoing Articles of Incorporation and that they executed the same.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23 day of AUGUST 1999


Notary Public, State of Florida

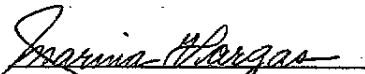
My commission expires:


NOTARY PUBLIC - STATE OF FLORIDA
ALICE WILSON
COMMISSION # CC834724
EXPIRES 5/23/2003
BONDED THRU ASA 1-888-NOTARY1

**STATEMENT OF ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT OF
RAGTIME INTERNATIONAL, INC.**

The undersigned does hereby accept his appointment of and designation as Registered Agent for the service of process within the State of Florida of the corporation named above certificate, and does hereby further state that he/she may be found as Registered Agent for aforesaid certificate. The undersigned Registered Agent does accept the obligations imposed on such Registered Agent.

In WITNESS whereof, Marina Vargas as said Registered Agent has caused this statement to be signed on


MARINA VARGAS SR.
Registered Agent


NOTARY PUBLIC - STATE OF FLORIDA
ALICE WILSON
COMMISSION # CC834724
EXPIRES 5/23/2003
BONDED THRU ASA 1-888-NOTARY1
8/23/99

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