

KB100044672

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)
3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HYDRAULICA II, CORPORATION
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

RECEIVED

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 Photocopy

Certified Copy
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 Certificate of Status *****78.75 *****78.75

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

HYDRAULICA II , CORPORATION

ARTICLE -I- NAME

The name of this corporation is: "HYDRAULICA II, CORPORATION"

Article = II - Duration

This Corporation is to exist perpetually. It shall commence existence on the date of filing of these Articles of incorporation.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America, and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred shares of common stock at One Dollar (\$1.00) per value per share.

Shares may be issued for such consideration as is determined from time to time by the shareholders.

This power is reserved unto the shareholders by right and is hereby delegated unto the board of Directors.

The Board may issue the shares of this Corporation for such consideration as is determined from time to time by it, unless and until the shareholders by affirmative action communicate to the board, in writing, their decision to determine the consideration for the issuance of the shareholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury

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shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

Article V - Preemptive Rights

The shareholders of record of this Corporation shall have preemptive rights, proportional to their ownership, to acquire unissued or treasure shares of the Corporation, or those shares for sale by any retiring shareholders, or securities of the Corporation convertibles into or carrying a right to subscribe to or acquire shares, or nay future issue of shares or convertible securities, bonds or debentures agreed to by the Board of Directors or Shareholders Meeting of this Corporation. this rights shall be exercised by the said shareholders in a period of sixty days from the resolution taken by the Board of Directors or Shareholders Meeting, or from the notice to sell delivered by the selling shareholder to the Secretary of the corporation.

Article VI -Initial Registered Office

The street address of the initial registered office of this corporation is:
10920 S.W. 41 TE., MIAMI, FLORIDA 33165.

Article VII - Address

The initial street address of the principal office of this Corporation is as follows: 10920 S.W. 41 TE., Miami, Florida 33165.

The Board of directors may, from time to time, designate such other

address and place for the principal office of this corporation as it may see fit.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have Two (2) directors initially. the number of directors may be increased or diminished from time to time in such manner as may be less than one(1) Director.

ARTICLE IX - INITIAL DIRECTORS

The name and street addresses of the initial members of the Board of Directors of this Corporation are as follows:

N A M E :	A D D R E S
Mariana Gonzalez Plessmann	10920 S.W. 41 Te. Miami, Fl.33165
Maria Alejandra Ortiz	Alto Prado Ave. 12 Qta Maria Teresa Caracas, Venezuela 1080
Maria Teresa Ortiz	Alto Prado Ave. 12 Qta. Maria Teresa Caracas, Venezuela 1080

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and in its name and as the representative in any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be

reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct, in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided.

Article XI - Removal of Directors

Any Director, or the entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, at a special meeting of shareholders called expressly for that purpose.

Article XII - Incorporators

The name and street address of each subscriber of these Articles of Incorporation are as follows:

N A M E : A D D R E S S :

Mariana Gonzalez Plessmann (President)
10920 S.W. 41 Te.. Miami , Fl.33165

Maria Alejandra Ortiz (Vice-President)
10920 S.W.41 Te..Miami, Fl..33165

ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the

shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Board of directors.

ARTICLE XIV - POWERS

This Corporation shall have all powers needed or convenient to effect its purposes enumerated in the Florida General Corporation Act.

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 direction of the Board of directors.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the board of Directors, proposed by them to the shareholders and stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this Second (2) days of January, A. D., 2001

Mariana Gonzalez Plessmann

Maria Alejandra Ortiz

Maria Teresa Ortiz

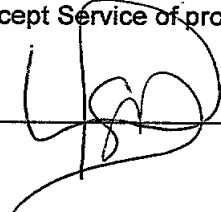
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING
AGENT UPON WHOM PROCESS MAY BE SERVICE

In accordance with the Florida General Corporation Act, Section 607.034, the following is submitted:

That "HIDRAULICA II, Corporation."

desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business in the city of Miami, State of Florida, has named: MARIANA GONZALEZ PLESSMANN at 10920 S..W. 41 TE.Miami, Florida 33071, as its Registered Agent to accept Service of process.

Signature: _____



Date: 05-02-01

A C K N O W L E D G E M E N T S :

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to the proper and complete performance of my duties.

Mariana Gonzalez Plessmann

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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Dated May 2nd. ,2001

Mariana gonzalez plessmann

10920 S..W.41 Te. Miami, Florida 331651