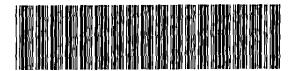
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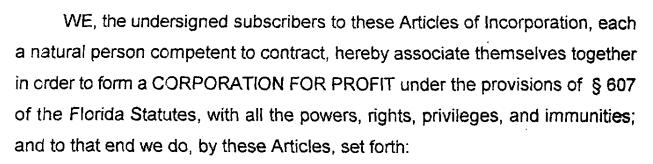
## Articles of incorporation

of

SHAP TO SHAPE

"OSCAR EL URUGUAYO CORP."

(a corporation for profit)



#### ARTICLE I - NAME, ADDRESS AND AGENT

The name of this corporation shall be:

"OSCAR EL URUGUAYO CORP."

(hereinafter referred to as "the corporation"). Its Registered Office shall be located at 11212 N.W. South River Drive, MEDLEY, FLORIDA 33178.—

and its Registered Agent shall be Mr. Oscar A. CASAIS

## **ARTICLE II - TERM OF EXISTENCE**

The corporation's term of existence or duration shall be perpetual.

## **ARTICLE III - PURPOSES**

The general nature of the business, objectives, and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Laws and Constitution of the State of Florida.

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#### ARTICLE IV - STOCK

The stock of this Corporation shall be divided into ONE THOUSAND (1,000.-) shares of stock of a par value of ONE and no/100 Dollars (\$\_1.00\_) per share, all of one class, namely, Common Stock, and having an aggregate value of ONE THOUSAND and no/100 Dollars (\$\_\_1,000.00). All said stocks shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors; property, labor or services may be purchased or paid for with the capital stock, at a just valuation to set by the Board of Directors.

#### ARTICLE V - CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than <u>One Thousand ----</u> and no/100 Dollars (\$1,000.00).

## **ARTICLE VI - DIRECTORS**

The number of directors of the Corporation shall not be less than one(1) or more than fifteen(15), or as provided in the Bylaws of this corporation.

## ARTICLE VII - BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

Page No 3 2 3 NAME(S) **ADDRESSES** 4 5 Mr. Oscar A. CASAIS...... 11212 N.W. South River Drive 33178.-MEDLEY, FLORIDA 6 7 OC 10 11 Members of the Board of Directors shall be elected and hold office a) 12 in accordance with the By-Laws; 13 The business affairs of this corporation shall be managed by the b) 14 Board of Directors; and 15 The Board of Directors shall be shareholders in the Corporation. C) 16 17 **ARTICLE VIII - OFFICERS** 18 19 a) This corporation shall have the following officers: 20 a President; 1) 21 a Vice-President; 2) 22 a Secretary; and 3) a Treasurer. 4) 23 24 b) A person may hold two or more offices; 25 The Board of Directors shall, by majority vote, elect the persons who C) 26 are to serve as officers for the ensuing year in their annual meeting or as 27 provided in the By-Laws; and

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Page !	No.	4
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d) The names of the persons who are to serve as officers of this corporation until the first annual meeting of the Board of Directors are as follows:

NAMES	OFFICES
Mr. Oscar A. CASAIS	President
Mr. Oscar A. CASAIS	Vice-President
Mr. Oscar A. CASAIS	Secretary
Mr. Oscar A. CASAIS	Treasurer

### **ARTICLE IX - SUBSCRIBERS**

The names, addresses, and numbers of shares of Common Stock each of the Subscribers to these Articles agreed are as follows:

## NAMES AND ADDRESSES

#### **NUMBER OF SHARES**

Mr. Oscar A. CASAIS ...... One Thousand Shares.11212 N.W. South River Drive
MEDLEY, FLORIDA 33178.-

#### Page No. 5

#### **ARTICLE X - BY-LAWS**

The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered, or rescinded by a two-thirds (%) vote of those members of the Board of Directors present at any regular meeting or special meeting call for that purpose.

#### **ARTICLE XI - AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the Shareholders called for that purpose, by a two-thirds (3/3) vote of the Shareholders.

Further, amendments to these Articles of Incorporation may be made at a regular meeting of the Shareholders upon notice, as provided by in the By-Laws, of intention to submit such amendments, and approval by a two-thirds (%) vote of the Shareholders.

WE, the undersigned subscribing Incorporators, have hereunto set our hands and seals, this <u>24th</u>. day of <u>MARCH</u>, A.D. <sup>2005</sup> for the purpose of forming this Corporation for Profit under § 607 of the Florida Statutes.

Mr. Oscar A. CASAIS

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1	Page No. 6
2	<u>ACKNOWLEDGEMENT</u>
3	STATE OF FLORIDA )
4	) ss:
5	COUNTY OF DADE )
6	BEFORE ME, the undersigned authority, a Notary Public in and for the
7	State of Florida at Large, duly qualified and commissioned by the Governor and
8	Secretary of State of the aforementioned State, by virtue of the authority granted to me by the Laws and Constitution of the aforementioned State, personally
9	appeared Mr. Oscar A. CASAIS
10	
11	to me known to be the persons described in as Subscribers and who executed
12	the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me that they executed and subscribed the same.
13	
14	IN TESTIMONY WHEREOF, I have hereunto set my hand and attached
15	my official seal of office, this 24th. day of March, 2005in the City of Miami, County of Dade, State of Florida.
16	
17	1/100 1/20
18	14 M Macal
19	J. M. GONZALEZ-PILOTO MY COMMISSION I DD 277749 EXPIRES: December 28, 2007  Mr. J. M. GONZALEZ-PILOTO MY. COMMISSION I DD 277749  EXPIRES: December 28, 2007
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING REGISTERED OFFICE AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with § 607.034, Florida Statutes, the following is submitted:

First That "OSCAR E	L URUGUAYO CORP."
desiring to organize under	r the Laws of the State of Florida with its principal
	ticles of Incorporation, in the City of MEDLEY
County of DADE, State	of Florida, has named Mr. Oscar A. CASAIS
in the City of MEDLEY	MIAMI- , County of Dade, State of Florida, as its registered
agent to accept services of	process within the State of Florid
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## **ACCEPTANCE:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.

Mr. Oscar A. CASAIS Registered Agent for

"OSCAR EL URUGUAYO CORP."
11212 N.W. South River Drive
MEDLEY, FLORIDA 33178.-

Phone: (305) 305-5602.-