

P96000095726

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Centenas U.S.A.
Corp.

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 11/22/96

Handwritten notes and signatures:
~~1096-21104~~
 11/22

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>Jim</u>	_____	_____

WALK-IN Will Pick Up 11/22 12.00 AB 11/25

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____

SUBTOTALS _____

FEE.....	_____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

96 NOV 22 PM 2:51
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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131

November 22, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: TONTERIAS U.S.A. CORP.
Ref. Number: W96000024764

We have received your document for TONTERIAS U.S.A. CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 296A00053157

Corrected

**ARTICLES OF INCORPORATION
OF
TONTERIAS U.S.A. CORP.**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

NAME

The name of the Corporation is:

TONTERIAS U.S.A. CORP.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of filing of these Articles with the State of Florida, Department of State.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any and all lawful business.

Said Corporation shall further have powers:

To sue and be sued. Complain, and defend in the corporate name in all actions on proceedings:

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced:

To purchase, take, receive, lease, or otherwise deal in and with real or personal property or any interest therein, wherever situated.

To seal, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage of all or any of its property, franchises, or income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise all powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in and of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors officers, and employees and for any or all of the directors officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by the Florida Statute S607.014.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of stock at \$ 100.00 par value and all of the same class.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and registered office of this corporation is the same; 2901 S.W. 8th Street #204, Miami, Fl 33135 and the name of the initial registered agent of this corporation is Anelies Boschetti.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporations shall have two (2) directors initially.

The number of directors may be either increased or diminished form time to time by the by laws but shall never be less than one (1).

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

RESTRICTIONS ON TRANSFER OF STOCK

A. Initial shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Anelies Boschetti
Maria Merino

TWENTY FIVE (25) SHARES
TWENTY FIVE (25) SHARES

B. Right of First Refusal. Before a shareholder sells or transfers all or part of his shares of stock, the remaining shareholders, jointly or individually, shall have the right to purchase the shares of stock on the same terms and conditions as the terms of the original offer to purchase. The selling shareholder must notify the remaining shareholders in writing of the proposed sale including the terms of the sale. The remaining shareholders shall have seven (7) days from the date they are notified of the proposed transfer in which to exercise their option to purchase. If the shareholders do not exercise their right to purchase, the shares may be sold or transferred in accordance with the original offer to purchase.

ARTICLE XII

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such is required by law.

ARTICLE XIII

MANAGEMENT

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 of this corporation.

ARTICLE XIV

POWERS

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

ARTICLE XV

DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI

SECTION 1244 STOCK

Prior to issuance of any stock the directors are hereby authorized, empowered and directed to take such action and form such a plan as to comply with all provision of Section 1244 of the Internal Revenue Code of 1954 in qualifying the stock of this corporation of Section 1244 Stock.

ARTICLE XVII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of Incorporation this 21 day of November, 1996

[Signature]
WITNESS: MARIELA WAYNE
[Signature]

WITNESS: MARINA TOBIAS
[Signature]

WITNESS: MARIELA WAYNE
[Signature]

WITNESS: MARINA TOBIAS

[Signature]
Anelies Boschetti

[Signature]

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, appeared ANELIES BOSCHETTI, and MARIA MERINO who are personally known to me and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this ___ day of November, 1996.

My commission expires:

Notary Public, State of Florida
at Large.

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REGISTERED AGENT'S CERTIFICATE

FILED
96 NOV 22 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICIL FOR THE SERVICE OF PROCESS WITHIN THIS
STATE. NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

In accordance with Chapters 48.091, and 607.034, Florida Statutes, the following is
submitted:

TONTERIAS U.S.A. CORP.

desiring to organize under the laws of the State of Florida with its registered agent's address
being:

33135
2901 S.w. 8th Street #204, Miami, FL, has named ANELIES BOSCHETTI, as its
agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the abovevested 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.


ANELIES BOSCHETTI