

P97000036745

Requestor's Name

HORACIO CAMPERI  
34 SE 2<sup>ND</sup> AVE Suite 610  
MIAMI FL 33130

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TALLAHASSEE  
FLORIDA

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

1. \_\_\_\_\_ (Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #)

3. \_\_\_\_\_ (Corporation Name) (Document #) 100002150971--5  
04/22/97-01013-020  
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NEW FILINGS	
<input 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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*W-948L  
645*

P. CHEN **APR 24 1997**

Examiner's Initials

ARTICLES OF INCORPORATION OF

RIVAS ELECTRONICS U.S.A. CORP.

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ARTICLE I - NAME.

THE NAME OF THIS CORPORATION IS RIVAS ELECTRONICS U.S.A. CORP. WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT :

34 SE 2 nd AVE . SUITE 610 . MIAMI . FLORIDA 33131 .

ARTICLE II - PURPOSE.

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK.

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF 1.00 ( ONE ) DOLLAR PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS.

EVERY SHAREHOLDER , UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION , SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE ( AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES ) AT THE PRICE AT WICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT.

THE PRESENT STREET ADDRESS OF THE OFFICE OF THIS CORPORATION IS :  
34 SE 2 nd AVE . SUITE 610 . MIAMI . FLORIDA 33131 .

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS : OSVALDO RIVAS , HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF RIVAS ELECTRONICS U.S.A. CORP. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION , AT THE PLACE DESIGNATED IN THIS CERTIFICATE , WHO HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY

WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 19 DAY OF  
FEBRUARY, 1997.



OSVALDO RIVAS .

**ARTICLE VI - INITIAL BOARD OF DIRECTORS.**

THIS CORPORATION SHALL HAVE THREE DIRECTORS INITIALLY. THE NUMBER OF  
DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE  
BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE ( 1 ). THE INITIALS DIRECTORS OF THIS  
CORPORATIONS ARE :

OSVALDO RIVAS .	34 SE 2 nd AVE . SUITE 610 . MIAMI . FL 33131.
President.	
HORACIO CAMPERI .	34 SE 2 nd AVE . SUITE 610 . MIAMI . FL 33131.
Vice - President .	
JOSE E. LANDA .	34 SE 2 nd AVE . SUITE 610 . MIAMI . FL 33131.
Secretary.	

**ARTICLE VII - INCORPORATOR**

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS :

HORACIO CAMPERI .	34 SE 2 nd AVE . SUITE 610 . MIAMI . FL 33131.
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**ARTICLE VIII - INDEMNIFICATION.**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR , OR ANY FORMER  
OFFICERS OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE IX - MANAGEMENT OF CORPORATIONS BY SHAREHOLDERS .**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF , AND  
THE BUSSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE  
DIRECTOR OF , SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS.

THE POWER TO ADOPT , ALTER , AMEND OR REPEAL BY - LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.  
IN WITNESS WHEREOF , THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 19 DAY OF FEBRUARY 1997.-

  
HORACIO CAMPERI.  
INCORPORATOR.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


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STATE OF FLORIDA     )  
  ) SS  
COUNTY OF DADE .     )

I HEREBY CERTIFY THAT ON THIS DAY , BEFORE ME , A NOTARY PUBLIC , DULY AUTHORIZED TO ADMINISTER OATHS AND TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED HORACIO CAMPERI ~~TO ME WELL KNOWN~~ TO BE THE PERSONS DESCRIBED AS SUBSCRIBER IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION , AND ACKNOWLEDGE BEFORE ME THAT THEY SUBSCRIBED TO THOSE ARTICLES OF INCORPORATION. *Argentine Passport # 16560514W*  
WITNESS MY HAND AND SEAL IN THE COUNTY AND STATE NAMED ABOVE, THIS 19 DAY OF FEBRUARY , 1997.

NOTARY PUBLIC.

  
MARTIN A. ALEXANDER  
Notary Public, State of Florida  
My Commission Exp. Feb. 22, 1997  
No. CC261263