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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOSEPH C. RODRIGUEZ~~ *Brian Fung*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: BELTHERMIC U.S.A., INC

AUDIT NUMBER.....H97000009796

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

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ARTICLES OF INCORPORATION
OF
BELTHERMIC U.S.A., Inc.

The undersigned subscriber(s) to these Articles of Incorporation, the natural persons which are competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF THE CORPORATION

The name of this corporation shall be:

BELTHERMIC U.S.A., Inc.

ARTICLE II
PURPOSE/NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: Any activity and/or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK OF CORPORATION

The maximum number of shares that this corporation is to have outstanding at any one time is One Hundred (100) shares of common stock, having no par value per share. The amount to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than One Dollar (\$1.00). In all events, the corporation may be paid in dollars, goods or services.

Prepared by:
Rebeca F. Yaker, Esq.
Florida Bar No. 989037
80 S.W. 8th Street, Suite 2021
Miami, Florida 3313
(305) 373-3202

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ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than Ten Dollars (\$10.00).

ARTICLE VI
ADDRESS OF CORPORATION

The initial address of the principal place of business of this corporation in the State of Florida is:

290 N.W. 165th Street
3rd Floor, Suite 750
Miami, Florida 33169

The Board of Directors may from time to time move the principal office(s) and/or principal place of business to any other address.

ARTICLE VII
SUBSCRIBER(S) OF THE CORPORATION

The names of the subscriber(s) of these Articles of Incorporation is:

Name

Gustavo Ochiuzze 50%

Diego Ochiuzze 50%

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ARTICLE VIII
DIRECTOR(S) OF THE CORPORATION

This corporation shall have not less than one director. The names of the first members of the Board of Directors of this corporation, who, subject to this Articles of Incorporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

Name

Gustavo Ochiuzze

Diago Ochiuzze

Jose Luis Ochiuzze

ARTICLE IX
AUTHORITY OF DIRECTOR(S)

The first member(s) of the Board of Directors of this corporation shall be GUSTAVO OCHIUZZE, acting in the capacity as President of the corporation; DIEGO OCHIUZZE, acting in the capacity of Vice President of the corporation; and JOSE LUIS OCHIUZZE, acting in the capacity of Treasurer and Secretary, and shall have power and authority to sign and execute any: contract(s), agreement(s), pledge(s), draft(s) and/or any instrument(s) with such third-parties to obligate and compel Belthermic U.S.A., Inc. to perform according to the terms and conditions of such agreement.

ARTICLE X
INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine the time, place, manner, under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right to inspect any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

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ARTICLE XI
INDEMNIFICATION OF OFFICER(S) AND/OR DIRECTOR(S)

Every Officer and Director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including but not limited to attorneys' fees, court costs and expenses reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been an Officer or Director of the corporation; and whether or not he/she is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer(s) may be entitled.

ARTICLE XII
AMENDMENT(S) AND/OR MODIFICATION(S)

These Articles of Incorporation may be amended, modified and/or changed in the manner provided for in the By-Laws of this corporation.

ARTICLE XIII
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the said corporation shall be the following and the registered office shall be located at:

REBECA F. YAKER, P.A.
80 S.W. 8th Street, Suite 2021
Miami, FL 33130

or such other place as the Board of Directors shall from time to time designate, with appropriate notice being given to the Secretary of State.

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ACKNOWLEDGMENT OF
ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act in the capacity of registered agent and to accept the service of process for the above-stated corporation at the place designated in the Articles of Incorporation. The undersigned further agrees to fully comply with the provisions of all applicable statutes and laws of the State of Florida relating to the proper and complete discharge of its duties.

Rebecca F. Yaker
Registered Agent
Print Name: Rebecca F. Yaker

STATE OF FLORIDA

COUNTY OF DADE

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BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Rebecca F. Yaker who acknowledges to having executed the foregoing instrument and () who is personally known to me and/or () who has produced _____ as identification and who did take an oath.

Witness my hand and seal in the County and State last aforesaid on: June ____, 1997.

Notary Public
State of Florida

My commission expires:

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IN WITNESS WHEREOF, I have set our hands/seals at Miami,
Dade County, Florida on: May _____, 1997.


Jose Luis Ochiuzze
Subscriber

STATE OF FLORIDA

SS

COUNTY OF DADE

BEFORE ME, the undersigned authority, duly authorized to
administer oaths and take acknowledgments, personally appeared
Jose Luis Ochiuzze who acknowledges to having executed the
foregoing instrument and () who is personally known to me
and/or () who has produced _____ as
identification and who did take an oath.

Witness my hand and seal in the County and State last
aforesaid on: May _____, 1997.

Notary Public
State of Florida

My commission expires:

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IN WITNESS WHEREOF, I have set our hands/seals at Miami,
Dade County, Florida on: May____, 1997.



Gustavo Ochiuzze
Subscriber

STATE OF FLORIDA)

COUNTY OF DADE)

SS

BEFORE ME, the undersigned authority, duly authorized to
administer oaths and take acknowledgments, personally appeared
Gustavo Ochiuzze who acknowledges to having executed the
foregoing instrument and () who is personally known to me
and/or () who has produced _____ as
identification and who did take an oath.

Witness my hand and seal in the County and State last
aforesaid on: June ____, 1997.


Notary Public
State of Florida

My commission expires:

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IN WITNESS WHEREOF, I have set our hands/seals at Miami,
Dade County, Florida on: May _____, 1997.


Diego Ochiuzza
Subscriber

STATE OF FLORIDA

SS

COUNTY OF DADE

BEFORE ME, the undersigned authority, duly authorized to
administer oaths and take acknowledgments, personally appeared
Diego Ochiuzza who acknowledges to having executed the foregoing
instrument and () who is personally known to me and/or ()
who has produced _____ as identification and who
did take an oath.

Witness my hand and seal in the County and State last
aforesaid on: May _____, 1997.

Notary Public
State of Florida

My commission expires:

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