

OFFICE (D...)

**PO200055150**

**LAZARUS CORPORATE FILING SERVICE**

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

300005557883--2

-05/17/02--01059--016

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. AMEGA USA, INC.  
(Corporation Name) (Document #)

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

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

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

Walk in  Pick up time 2:00

Certified Copy

Mail out  Will wait

Photocopy

Certificate of Status

RECEIVED  
02 MAY 17 PM 2:48  
DIVISION OF CORPORATIONS

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

02 MAY 17 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILLED

Examiner's Initials

ARTICLES OF INCORPORATION

of  
AMEGA USA, INC  
(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:  
AMEGA USA, INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred shares ( 100 ) of One Dollar Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is: (Principal Address)

NAME	Alessandro Carraro	Pres. V.Pres. Treasurer.Sec.
ADDRESS	21205 Yacht Club Dr. Ste. 1501	
CITY	Aventura	FLORIDA ZIP 33180

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) 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 names and addresses of the initial director(s) of the corporation are as follows:

NAME	Alessandro Carraro		
ADDRESS	21205 Yacht Club Dr. Ste. 1501		
CITY	Aventura	STATE	FL ZIP 33180
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

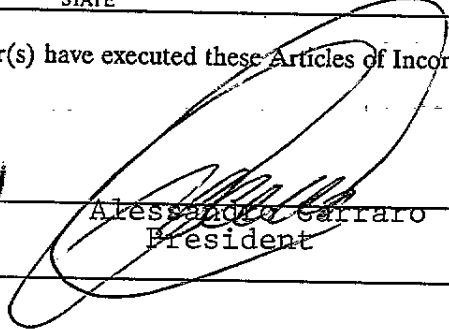
FILED  
02 MAY 17 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	Alessandro Carraro		
ADDRESS	21205 Yacht Club Drive Ste. 1501		
CITY	Aventura	STATE	Fl ZIP 33180
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 2nd day of May, 19 2002

  
 \_\_\_\_\_ (Seal)  
 Alessandro Carraro  
 President  
 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)

STATE OF FLORIDA )  
 ) SS  
 COUNTY OF Miami Dade )

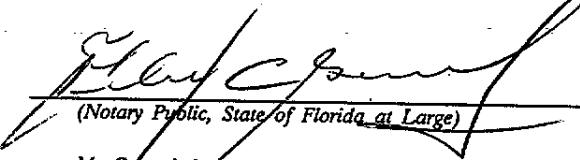
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

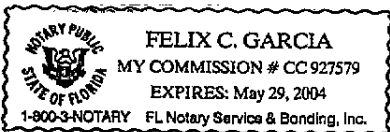
Alessandro Carraro

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that He executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 2nd day of May, 19 2002

(Notary Seal)

  
 \_\_\_\_\_ (Notary Public, State of Florida, at Large)  
 My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

AMEGA USA, INC.

*(name of corporation)*

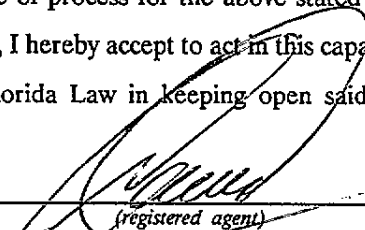
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 21205 Yacht Club Drive Ste. 1501  
Aventura Fl 33180

has named Alessandro Carraro  
located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

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 Florida Law in keeping open said office.

  
\_\_\_\_\_  
*(registered agent)*  
Alessandro Carraro

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02 MAY 17 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA