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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**norton trade group, inc.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**NORTON TRADE GROUP, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**Article 1. Name**

The name of this corporation is Norton Trade Group, Inc.

**Article 2. Principal Office**

The principal office and the mailing address of the corporation is: Calle Pez Volador 20, Bajo D, Madrid 28007, Spain.

**Article 2. Duration**

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**Article 3. Purpose**

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

**Article 4. Capital Stock**

The corporation is authorized to issue One Hundred (100) shares at Ten (\$10) Dollars par value.

Prepared By:  
Jorge Sanchez-Galarraga, Esq.  
Florida Bar No. 159423  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134  
(305) 446-5351

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**Article 5. Initial Registered Office and Agent**

The name and address of the initial registered agent and office of this corporation is as follows: Jorge Sanchez-Galarraga, 1313 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134.

**Article 6. Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is: Sergio Herranz Sampedro, Calle Pez Volador 20, Bajo D, Madrid 28007, Spain.

**Article 7. Initial Officers**

The initial officers of the corporation shall be: President: Sergio Herranz Sampedro ; Secretary: Sergio Herranz Sampedro.

**Article 8. Incorporator**

The name and address of the incorporator is: Jorge Sanchez-Galarraga, 1313 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134.

**Article 9. Amendment of Articles**

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 subject to this reservation.

**Article 10. Pre-emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this

corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **Article 11. Removal of Directors**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.


#### **Article 12. Indemnification**

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### **Article 13. Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

In Witness Whereof, the undersigned has executed these Articles of Incorporation this 9<sup>th</sup> day of April, 2007.

  
\_\_\_\_\_  
Jorge Sanchez-Galarraga  
Incorporator

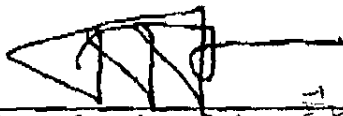
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE AND DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Norton Trade Group, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Jorge Sanchez-Galarraga located at 1313 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above named 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 said office open.

  
Jorge Sanchez-Galarraga  
Registered Agent

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State of Florida )  
 ) ss:  
County of Miami-Dade )

Before me, the undersigned authority, personally appeared Jorge Sanchez-Galarraga to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same.

Sworn to and subscribed before me on this 9<sup>th</sup> day of April, 2007.

M. L. Posada

Notary Public, State of Florida

**Maria I. Landa-Posada**



M. Landa-Posada  
Commission # 00347147  
Expires: SEP. 27, 2008  
Bonded thru  
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