

NO10000001364

A & M ACCOUNTING & MANAGEMENT CO. INC.

1691 NE 123<sup>rd</sup> St.

North Miami Fl 33181

Phone (305)893-2669-2670

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300003758293--6  
-02/23/01--01065--010  
\*\*\*\*122.50 \*\*\*\*\*78.75

February 20, 2001

FLORIDA DEPT. OF STATE  
DIVISION OF CORPORATION  
PO BOX 6327  
TALLAHASSEE FL 32314

Enclosed please find a check for \$122.50 covering fees for a new corporation:

CAMARA DE COMERCIO MERCOSUR, ALCA & TICAMER, INC.

Please send the Articles of incorporation to my office.

Thank you,

*Mabel Romanich*

FILED  
01 FEB 23 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Mabel Romanich* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Corp suffix  
DATE 02-27-01  
DOC. EXAM aye

*gk 2/27*

ARTICLES OF INCORPORATION  
OF  
**CAMARA DE COMERCIO MERCOSUR, ALCA Y TICAMER *Inc.***

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We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a non-profit corporation under Chapter 617 of the laws of the Florida Statutes.

**ARTICLE 1**

**CORPORATE NAME**

The name of this Corporation shall be:

**CAMARA DE COMERCIO MERCOSUR, ALCA Y TICAMER *Inc.***

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 © (3) of the Internal Revenue Code.

**ARTICLE III**

**PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) or the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV**

**OFFICERS**

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

PRESIDENT: MARIA TERESA ALVAREZ  
TREASURER: JUAN IGNACIO GONZALEZ  
SECRETARY: JAVIER LUIS LAURITO

**ARTICLE V**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business and the mailing address of said corporation shall be at:

1045 Kane Concourse Ste 207  
BAY HARBOR FLORIDA 33154

FILED  
01 FEB 23 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI**

### **INCORPORATOR**

The name and street address of the incorporator of this Corporation is Mercedes Montalbetti whose address shall be the same as the principal office of the Corporation.

## **ARTICLE VII**

### **DIRECTORS**

The Directors of the Corporation shall be:

MARIA TERESA ALVAREZ  
JUAN IGNACIO GONZALEZ  
JAVIER LUIS LAURITO

Whose addresses shall be the same as the principal address of the Corporation.

## **ARTICLE VIII**

### **TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE IX**

### **CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

## **ARTICLE X**

### **QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

## **ARTICLE XI**

### **VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

## **ARTICLE XII**

### **LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of directors or officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE XIII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The Corporation's initial Registered Agent and Registered Office in the State of Florida Shall be: MARIA TERESA ALVAREZ

**ARTICLE XIV**  
**EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XV**  
**AMENDMENT**

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation be made.

**ARTICLE XVI**  
**INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent as the case may be is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fee and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fee and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto, Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fee or expense shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director", "Officer", "Employee" and "Agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**ARTICLE XVII**  
**DISSOLUTION**

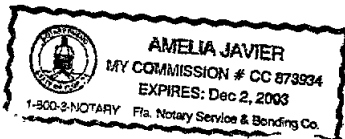
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ©(3) or the Internal Revenue.

STATE OF FLORIDA

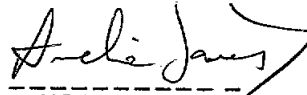
COUNTY OF DADE

Before me, the undersigned authority, personally appeared : MARIA TERESA ALVAREZ to me known to be the person (s) described in and who executed the foregoing Articles of Incorporation, and who, after being by me first duly sworn upon oath, depose and say and do acknowledge before me, that the said Articles to be the Act and Deed of the signors respectively and respectfully, and the facts and matters therein set forth are true and correct.

Witness my hand and official seal at Miami, Dade County, Florida, this \_ 14 day of \_  
FEBRUARY, 2001



My commission expires:

  
NOTARY PUBLIC  
State of Florida  
At large

FILED  
01 FEB 23 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate designating place of Business or domicile for the service of process within Florida, naming Agent upon whom may be served in compliance with Section 49.091 Florida Statutes, the following is submitted.

First that CAMARA DE COMERCIO MERCOSUR, ALCA Y TICAMER, <sup>Inc.</sup> Name of Corporation. Desiring to organize or qualify under the Laws of the State of Florida with its principal place of Business at the City of MIAMI -----

State of FLORIDA ----- Has named -----  
State (Name of Resident Agent)

Located at 1045 KANE CONCOURSE STE 207 BAY HARBOR FL 33154  
(Street address and number of Building-  
Post Office Box Addresses are not acceptable)

City of Miami ----- State of Florida, as its agent to accept Services by process within Florida.

Signature   
Corporate Officer

Title PRESIDENT -----

Date 02/14/01 -----

Having been named to Accept Service of Process for the above Stated Non-Profit Corporation at the place designated in this Certificate, I hereby agree to Act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my Duties.

Signature   
Resident Agent

Date 02/15/01