

16100005403

LAZARUS CORPORATE FILING SERVICE

(Requester's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

000004506530--2

-07/30/01--01019--007

*****78.75 *****78.75

OFFICE USE ONLY

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

1. LATIN AMERICAN & CARIBBEAN

(Corporation Name)

(Document #)

2. METALLURGICAL ASSOCIATION, INC.

(Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)



Walk in



Pick up time

2.0



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" 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

RECEIVED
01 JUL 30 AM 10:46
DIVISION OF CORPORATION

FILED
01 JUL 31 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 30, 2001

LAZARUS

MIAMI, FL

SUBJECT: LATIN AMERICAN & CARIBBEAN METALLURGICAL
ASSOCIATION, INC.
Ref. Number: W01000017471

We have received your document for LATIN AMERICAN & CARIBBEAN METALLURGICAL ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 401A00043957

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 31 PM 2:45
NOT TO BE
TO ACHIEVE
SUFFICIENCY OF FILING

ARTICLES OF INCORPORATION
OF
LATIN AMERICAN & CARIBBEAN METALLURGICAL ASSOCIATION, INC.
(A Corporation Not for Profit)

FILED
JUL 31 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, have associated ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, as a corporation not for profit, pursuant to the following articles of incorporation.

1. NAME

The name of this corporation shall be:

LATIN AMERICAN & CARIBBEAN METALLURGICAL ASSOCIATION, INC.

2. ADDRESS

The address of this corporation not for profit is as follows:

1840 West 49th. Street, Suite 319, Hialeah, Florida 33012.

3. PURPOSE

The general nature of the objectives and purposes of the corporation shall be as follows:

- a) To promote better relationships between American Metallurgical producers and distributors and those in all other countries in the Western Hemisphere;
- b) To disseminate to its members information as to product availability and development, and to provide technical assistance from American manufacturers;
- c) To encourage American manufacturers to sponsor the Association's efforts to promote the mutual interest of and benefit to metallurgical producers and distributors;
- d) To promote and encourage membership in this Association;
- e) To establish branches in each and every country in the Western Hemisphere;
- f) To develop programs and activities to educate its members in the metallurgical and associated fields;
- g) To publish and distribute papers, pamphlets, books and magazines;
- h) To acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, either real, personal or mixed, such as the purposes of this corporation shall require;
- i) To accept donations, collect dues, fees, rents, subscriptions and other revenues to the advantage of this corporation, and to do and perform all such other acts and things, including those generally allowed by the laws of the State of Florida relative to corporations not for profit, as the laws now exist or as they may henceforth provide, as from time to time may be necessary or expedient in the exercise of any or all of its corporate functions, powers and rights;


INITIALS

j) These stated purposes are in addition to, if not those provided by Florida statute;

k) This corporation is one which does not contemplate pecuniary gain or profit and is organized for non-profit purposes.

4. OFFICERS

The names of the Officers who shall manage the affairs of the corporation until the first election are:

WILLIAM DE LA Riestra President

PATRICIA DE LA Riestra Secretary/Treasurer

The election of Officers shall be made by a majority vote of the members of the Board of Directors then present at an annual meeting called by giving seven (7) days written notice to each member, on the first Thursday of each January, each year.

5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Suite 309, 1840 West 49th. Street, Hialeah, Florida 33012, and the name of the initial registered agent of this corporation is WILLIAM DE LA Riestra.

6. BYLAWS

The Bylaws of this corporation shall be made, altered or rescinded by the Board of Directors, by a two-thirds vote of the members present. Notice of a Bylaw change to be voted on shall be given in writing to members of the Board seven (7) days in advance of said meeting.

7. AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member of the Board of Directors and then shall be adopted by a two-thirds vote of the members of the Board of Directors present at any regular or special meeting called for that purpose. Seven (7) days written notice shall be given of such meeting.

8. DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of a dissolution of this corporation, or in the event it shall cease to carry out the objectives herein set forth, all the business, property, and assets of this corporation shall be applied to recognized charitable organizations such as may be selected by the Board of Directors of this corporation, and in no event shall any of the assets or the property of this corporation, or the proceeds of any of said assets or property in the event of said dissolution thereof, go or be distributed to members, either for reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose.


INITIALS

9. QUALIFICATIONS OF MEMBERS

The members of this corporation shall be the subscribers, and such other persons as may from time to time be accepted to membership in this corporation by a majority vote of the Board of Directors present at any regular or special meeting called for this purpose.

Membership in this corporation is limited to those persons or lawful entities whose interests and purposes are the same as those expressed in this charter.

A member may be expelled from this corporation by a majority vote of the Board of Directors present at any regular or special meeting called for this purpose after fourteen (14) days written notice to the membership.

10. TERM OF EXISTENCE

This corporation shall have perpetual existence.

11. SUBSCRIBERS

The names and address of the subscribers and incorporators are as follows:

NAME

ADDRESS

WILLIAM DE LA Riestra

Suite 309, 1840 West 49th. Street
Hialeah, Florida 33012

The subscribers shall initiate and complete the creation of this corporation.

12. BOARD OF DIRECTORS

The first members of the Board of Directors of this corporation who shall serve until the first election and their respective addresses are as follows:

NAME

ADDRESS

WILLIAM DE LA Riestra

Patricia De La Riestra
Rincee Montesinos

Suite 309, 1840 West 49th. Street
Hialeah, Florida 33012

a) The affairs and business of this corporation shall be conducted by a Board of Directors of not less than two and not more than ten members, which will select a President, a Treasurer or a Secretary/Treasurer annually, and such other Officers as it shall deem necessary.

b) The Board of Directors shall have the exclusive responsibility and final decision pertaining to policy, action and conduct of financial transactions, the acquisition of funds, the manner in which they are obtained, and the manner in which they shall be dispersed.

c) The Board of Directors shall be elected from the membership at large.

IN WITNESS WHEREOF, we have heretofore set our hands and seals, acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of

July, 2001.


WILLIAM DE LA Riestra

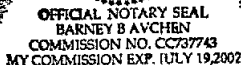
STATE OF FLORIDA

1 **SS:**

COUNTY OF MIAMI-DADE 1

Notary Public, State of Florida

PRINTED NAME OF NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 617.0501 and 617.0505, Florida Statutes, the following is submitted in compliance with said Act:

That LATIN AMERICAN & CARIBBEAN METALLURGICAL ASSOCIATION, 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 Hialeah, County of Miami-Dade, and State of Florida, has named WILLIAM DE LA Riestra, whose business address is Suite 309, 1840 West 49th. Street, Hialeah, Florida 33012, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.



WILLIAM DE LA Riestra

FILED
01 JUL 31 PM 3:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA