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Florida Department of State
Division of Corporations
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From:

Account Name : CORPDIRECT AGENTS, INC.
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000852.64472

FLORIDA PROFIT/NON PROFIT CORPORATION

FESA USA, INC.

2/27

Certificate of Status	0
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To: FL Dept. of State
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From: Katie Wonsch

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Florida Dept of State



February 28, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: FESA USA, INC.
REF: W07000010163

PLEASE GIVE ORIGINAL SUBMISSION
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filing Section

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P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
FESA USA, INC.
(A Florida Corporation Not For Profit)**

**ARTICLE I
Name**

The name of this Corporation is FESA USA, INC. (hereinafter called the "Corporation").

**ARTICLE II
Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
Address**

The address of the principal office and the mailing address of the Corporation shall be 9500 NW 108 Ave., Medley, FL 33178.

**ARTICLE IV
Purposes**

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article IV to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

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ARTICLE V
Initial Board of Directors

A. The number constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Felix Siman, III
9500 NW 108 Ave.
Medley, FL 33178

Carlos Orellana
9500 NW 108 Ave.
Medley, FL 33178

Luis Miguel
9500 NW 108 Ave.
Medley, FL 33178

B. The method of election of the directors shall be as stated in the Bylaws of the Corporation.

ARTICLE VI
Members

The authorized number, if any, and qualifications of members of the Corporation, the filling of vacancies, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the Bylaws of the Corporation.

ARTICLE VII
Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII
Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 Article IV hereof.

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B. No part of the activities of the Corporation shall be the 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 or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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 Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE IX

Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is 515 East Park Avenue, Tallahassee, FL 32301 and the name of its registered agent at such office is National Corporate Research Ltd., Inc.

ARTICLE X

Incorporator

The name and address of the sole incorporator is Lili A. Skrumbis, Greenberg Traurig, LLP, 2450 Colorado Ave., #400E, Santa Monica, CA 90404.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 26th day of February, 2007.



Lili A. Skrumbis, Incorporator

To: FL Dept. of State
Subject: 000852.64472

From: Katie Wonsch

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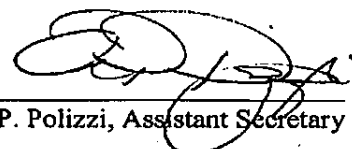
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ACCEPTANCE OF REGISTERED AGENT DESIGNATION FOR:

FESA USA, INC.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in section 48.091, Florida Statutes.

NATIONAL CORPORATE RESEARCH, LTD.

By: 
A. P. Polizzi, Assistant Secretary

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