

N09-000001182

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

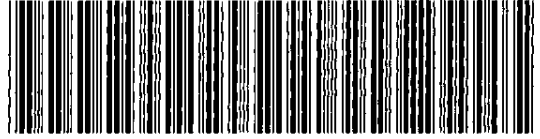
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09 FEB -5 AM 10:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

B McKnight

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: AILA USA, Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee &
Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kaleb H. Sanchez
Name (Printed or typed)

1301 Avenue of the Americas
Address

New York, NY 10021
City, State & Zip

(212) 259-8548
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

AILA USA, Corp.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

11461 NW 34 St.
Doral, FL 33178

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to, by any lawful act or activity, promote the common business interests of persons conducting or seeking to conduct trade or development between the United States and Latin America across industry sectors.

These activities will include, but are not limited to, providing information and networking opportunities to members in order to facilitate the importation and exportation of goods between these countries and to facilitate developing new businesses across Latin America.

The corporation intends to qualify and remain qualified as exempt from U.S. federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. In connection with such intention:

- (a) The corporation is not organized for profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- (b) Upon dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all liabilities of the corporation, transfer any remaining assets of the corporation:
 - (i) to the corporation's members,
 - (ii) for one or more exempt purposes,
 - (iii) to the Federal government, or to a State or local government, for a public purpose, or
 - (iv) as directed by a court to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the dissolved corporation was organized.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

As provided in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Henry Kronfle Kozhaya – President and Director
Kennedy Norte, Av. Francisco de Orellana y Miguel H. Alcívar
Centro Empresarial Las Cámaras, Piso 5
Guayaquil - Ecuador

Roberto Pons – Director
Av. de Mayo 1147/57 (C1085ABB)
Buenos Aires C.P. (C1085ABB), Argentina

Hernan Pitto – Director
Av. Andrés Bello 2777, Piso 3
Las Condes - Santiago de Chile

Eduardo Farah – Director
Los Laureles 365
Lima 27 – Perú

Adolfo Facusse – Director
Diagonal 6, 10-01 Zona 10
Centro Gerencial "Las Margaritas" Torre II
Nivel 11, Oficina 1102
Guatemala

Juan J. Calvo – Director
Baron Silver Stevens Financial Advisors, LLC
4800 N. Federal Highway, Suite 210-A
Boca Raton, FL 33431

Paulo Gilberto Fernández Tigre – Director
Edif. Roberto Simonsen 16º Andar,
S.B.N. Quadra 01 - Bloco C, Cep 70040 903
Brasilia – DF

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

José Luis Iglesias
A&J Cargo Logistics, Inc.
11461 NW 34 St.
Doral, FL 33178

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Juan J. Calvo
Baron Silver Stevens Financial Advisors, LLC
4800 N. Federal Highway, Suite 210-A
Boca Raton, FL 33431

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Jose Luis Iglesias (by Dewey & LeBoeuf on its behalf)
Signature/Registered Agent

2/3/09
Date

Juan J. Calvo (by Dewey & LeBoeuf on its behalf)
Signature/Incorporator

2/3/09
Date

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TALLAHASSEE, FLORIDA