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Florida Department of State
Division of Corporations
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To: Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BORCOL USA, CORP.

Certificate of Status	0
Certified Copy	1
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N. Culligan JAN 13 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 13, 2000

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SUBJECT: BORCOL USA, CORP.
REF: W00000001068

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.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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Neysa Culligan
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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(4)

BORCOL USA, CORP.

ARTICLE I - NAME

This name of this Corporation is BORCOL USA, CORP.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these articles are filled.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all lawful purposes.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The name and street address of the initial Registered Agent of this Corporation is Eduardo Villafane whose office is located at 7246 NW 70th Street, Miami, FL 33166 This is also the principal mailing address.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) initial director. The number of directors may increase from time to time by the by-laws but shall never be less than One (1). The name and address of the initial director is:

President: EDUARDO VILLAFANE

Address: 7246 NW 70TH STREET
MIAMI, FL 33166

The name and address of the person signing these Articles of Incorporation is :
EDUARDO VILLANE, 7246 NW 70TH Street, Miami, FL 33166.

ARTICLE VII - INCORPORATION

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This Corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of JANUARY, 2000.


EDUARDO VILLAFANE

FILED BY
SHELLY MINAYA
FLORIDA BAR NUMBER
0936804

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that BORCOL USA, CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named EDUARDO VILLAFANE located at 7246 NW 70th Street, Miami-Dade, State of Florida, 33166, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT 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.


EDUARDO VILLAFANE

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