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ACCOUNT NO. : 072100000032

REFERENCE : 550885 7146484

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : January 13, 2000

ORDER TIME : 11:10 AM

ORDER NO. : 550885-005

CUSTOMER NO: 7146484

600003097616--5

CUSTOMER: Ms. Alejandra Escalona
L.S. EVANS & ASSOCIATES
L.S. EVANS & ASSOCIATES
1570 Madruga Ave., Ste. 211

Miami, FL 33146

DOMESTIC FILING

NAME: GOPEC USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 13 PM 2:10

RECEIVED
00 JAN 13 PM 12:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GOPEC USA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 13 PM 2: 10

The undersigned incorporator of this Corporation under Chapter 607, Florida Statutes, as amended, adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is: ***GOPEC USA, INC.***

ARTICLE II

The principal place of business of this Corporation shall be 1570 Madruga Avenue, Suite 211, Coral Gables, Florida 33146.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which the Corporation is organized is the following: to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

The maximum number of shares which this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One and 00/100 Dollars (\$1.00) per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as it may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE VI

The initial registered office of this Corporation shall be 1570 Madruga Avenue, Suite 211, Coral Gables, Florida 33146, and the initial registered agent of this Corporation at such office shall be Lawrence S. Evans, Esq. who, by signing these Articles of Incorporation, accepts the designation and agrees to comply with the provisions of Section 48.091 Florida Statutes as amended from time to time with respect to keeping an office open for service of process.

ARTICLE VII

The initial Board of Directors shall consist of *two (2)* members. The number of directors may be increased or decreased from time to time by vote of the shareholders.

ARTICLE VIII

The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Jorge Godoy	1570 Madruga Avenue, Suite 211 Coral Gables, Florida 33146
Geraldo Vieira	1570 Madruga Avenue, Suite 211 Coral Gables, Florida 33146

ARTICLE IX

The name and the street address of the subscriber to the Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Lawrence S. Evans	1570 Madruga Avenue, Suite 211 Coral Gables, Florida 33146

ARTICLE X

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniary or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he or she were not interested, or were not a director, member or officer of such other corporation, firm, association or partnership.



LAWRENCE S. EVANS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process *for GOPEC USA, INC.* at the place designated in the foregoing Articles of Incorporation, Lawrence S. Evans, Esq. agrees to act in this capacity and agrees to comply with the provisions of Section 607.0501, Florida Statutes relative to keeping open an office.
Dated: January 12, 2000.



LAWRENCE S. EVANS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 13 PM 2:10