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Division of Corporations
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From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

COVEX U.S.A., INC.

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Amended & Restated
Articles

10-5-00

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DIVISION OF CORPORATIONS

October 3, 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

COVEX U.S.A., INC.
2862 N.W. 79TH AVENUE
MIAMI, FL 33122

SUBJECT: COVEX U.S.A., INC.
REF: P00000046552

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile 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 for said corporation/limited liability company"); and the registered agent's signature.

Please return 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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000052389
Letter Number: 400A00052B1B

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective October 3, 2000 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I - Name

The name of this corporation is COVEX U.S.A., INC.

ARTICLE II - Purpose

This corporation has been organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - Capital Stock

This corporation is authorized to issue 500 shares of \$10.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of Directors. The initial capitalization shall be in the sum of \$500.00.

ARTICLE IV - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - Term

This corporation shall commence its existence on date of filing and shall exist perpetually thereafter unless sooner dissolved according to law.

Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131
305-373-5802

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ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - Registered Agent

The Corporation's registered agent is:

Luis Agramunt
1221 Brickell Avenue, Suite 1100
Miami FL 33131

ARTICLE VIII - Board of Directors

This corporation shall have at least one director with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote determine that the corporation be managed by the shareholders. The name of each member of the Corporation's Board of Directors is:

Fernando Calvo

ARTICLE IX - Officers

The Corporation's officers are:

President	Fernando Calvo
Vice President	Paula Calvo
Secretary	Fernando Calvo
Treasurer	Fernando Calvo

ARTICLE X - Indemnification

The corporation may, at its sole discretion, indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted; however, under no circumstances will the corporation indemnify such officer or director when the corporation itself has brought an action against the officer or director.

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Article XI

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Article XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stock holders to the corporation.

Article XIII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Covex U.S.A. Inc.

By: *Fernando Calvo*

Name: Fernando Calvo

Title: Chairman of the Board

Date: October 3, 2000

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE****CORPORATION:****Covex U.S.A., Inc.****REGISTERED AGENT/OFFICE:****Luis Agramunt****1221 Brickell Avenue, Suite 1100****Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LUIS AGRAMUNT**Date: October 3, 2000**

**Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131
305-373-5802**

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