

STEEL HECTOR & DAVIS LLP

Requestor's Name

215 S. MONROE/SUITE 601

Address

TALLAHASSEE 32301 222-2300

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known)

1. CEMTEC USA, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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☒ Walk in

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☐ Will wait

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☐ Certificate of Status

| NEW FILINGS | |
|-------------|-------------------|
| XX | Profit |
| | NonProfit |
| | Limited Liability |
| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|--|
| | Amendment |
| | Resignation of R.A., Officer/ Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Report |
| | Fictitious Name |
| | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| | Foreign |
| | Limited Partnership |
| | Reinstatement |
| | Trademark |
| | Other |

IF YOU HAVE ANY QUESTIONS
REGARDING FILING PLEASE
CONTACT ELIZABETH AT: 222-2300.
THANK YOU.

F. SMITH MAY 23 2000

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
CEMTEC USA, INC.**

FILED
00 MAY 23 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Cemtec USA, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 S. Biscayne Boulevard, 43rd Floor, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is c/o Peninsula Registered Agents, Inc., 200 S. Biscayne Boulevard, 43rd Floor, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are Juan Pablo San Agustin, Martin Hecker and Gelacio Iniguez, c/o Peninsula Registered Agents, Inc., 200 S. Biscayne Boulevard, 43rd Floor, Miami, Florida 33131.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is George R. Harper, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 22nd day of May, 2000.



George R. Harper

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

Cemtec USA, Inc., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 S. Biscayne Boulevard, 43rd Floor, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 22nd day of May, 2000.

PENINSULA REGISTERED AGENTS, INC.

By:


Debra Kirschner Palmisano,
Vice President

00 MAY 23 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED