

# P00000058648

ACCOLADES BUSINESS CONSULTANTS, INC.

7355 SW 96 STREET

MIAMI, FL 33156

TEL: 305-665-6805

FAX: 305-669-8942

FILED  
00 JUN 12 PM 1:03  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

JUNE 9, 2000

Florida Dept. of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-06/13/00--01003--027  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Attn: New Filings Dept.

Re: Articles of Incorporation of PRISMA USA, INC.

Gentlemen:

Enclosed are two original signed and notarized sets of Articles of Incorporation of the above corporation and a check in the amount of \$78.75 for filing fees and certified copy of the Articles of Incorporation.

Please register the corporation and return the second copy of Articles duly stamped as certified copy to the address below:

Accolades Business Consultants, Inc.  
7355 SW 96 Street  
Miami, FL 33156

If you have any questions, please call the undersigned.

Sincerely

Andy Bhansali  
President

S. Thompson JUN 14 2000

**ARTICLES OF INCORPORATION**

**OF**

**PRISMA USA, INC.**

**ARTICLE I - NAME**

The name of this corporation is PRISMA USA, INC.  
and the principal office address is: 1112 Weston Road #267, Weston, FL 33326.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence unless sooner dissolved according to the law.

**ARTICLE III - PURPOSE**

This corporation is organized to engage in the business of exports and distribution of machinery, equipment, technology, chemicals, for paper, textile, and leather industry in conformity with the the existing laws, municipal rules and regulations or such as may be hereafter enacted; and to engage in any other lawful business from time to time.

**ARTICLE IV - CAPITAL STOCK**

The authorized capital of the corporation is One Thousand (1000) common shares with \$1.00 par value per share.

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#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 1112 Weston Road #267, Weston, FL 33326, and the name of the initial registered agent of this corporation is: ANTONIO MENESES.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have TWO directors initially. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation but shall never be less than TWO (2). The names and addresses of the initial directors of this corporation are:

ANTONIO MENESES	1112 Weston Road #267, Weston, FL 33326
PABLO MENESES	1112 Weston Road #267, Weston, FL 33326

#### **ARTICLE VII - INCORPORATORS**

The names and addresses of the persons signing these articles are:  
ANTONIO MENESES, 1112 Weston Road #267, Weston, FL 33326.

#### **ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK**

The shares of Capital Stock of this corporation shall be issued to the persons and entities from time to time as per the business requirements.

By agreement, the shares of the stockholders are subject to the stockholders' agreement of even date and may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by the written agreement among all of the shareholders and this corporation.

#### **ARTICLE IX - INDEMNIFICATION**

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

#### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers may be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors elected by the shareholders of this corporation in accordance with the by-laws adopted by the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles

of Incorporation this 9 day of JUNE, 2000.



ANTONIO MENESES  
Incorporator, President

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ANTONIO MENESES and known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9<sup>th</sup> day of JUNE, 2000.



Notary Public, State of Florida

My Commission Expires:



Chris Junghans  
★ My Commission CC892537  
Expires December 05, 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING UPON WHOM PROCESS MAY BE SERVED**

FILED  
00 JUN 12 PM 1:03  
TALLAHASSEE  
SECOND JUDICIAL CIRCUIT  
FLORIDA

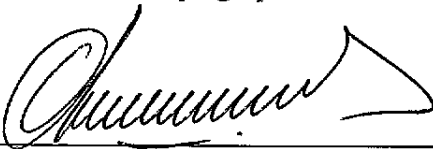
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That PRISMA USA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Weston, County of Broward, State of Florida, has designated ANTONIO MENESES, located at 1112 Weston Road #267, Weston, FL 33326 as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
ANTONIO MENESES, Resident Agent