

P00000074030

MAITLAND JUNE 1, 2000

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSE FLDA 32314

100003313251--4
-07/05/00--01083--007
*****78.75 *****78.75

SUBJECT: PASSALACQUA SERRANO SERVICES INC. USA
check ST-1153- \$78.75

I, Alessandro Antonio Passalacqua, enclosed is an original and one(1) copy
Of articles of Corporation PASSALACQUA SERRANO SERVICES INC.
USA,
And check of Sun Trust By Filling fee, certificate of Status.
From PASSALACQUA SERRANO SERVICES INC USA

Alessandro Passalacqua

Address 2105 HOWELL BRANCH RD APT 36-D MAITLAND
FLDA 32751 USA PHONE 407-~~812-7532~~ 681 6376

SECRET
TALLAHASSEE
FLORIDA

00 AUG - 3 PM 3: 55

FILED

Signed. *Alessandro Passalacqua*

*W-17289
gk 7/7*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 7, 2000

ALESSANDRO PASSALACQUA
2105 HOWELL BRANCH RD., APT. 36-D
MAITLAND, FL 32751

SUBJECT: PASSALACQUA SERRANO SERVICES INC. USA
Ref. Number: W00000017229

We have received your document for PASSALACQUA SERRANO SERVICES INC. USA and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article VI states there will be two director(s), whereas none is/are listed.

Please return the original and one copy of 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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 900A00037827

PASSALACQUA SERRANO SERVICES INC. USA

ARTICLES OF INCORPORATION OF
PASSALACQUA SERRANO SERVICES INC. USA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 AUG -3 PM 3:55

FILED

The undersigned, acting as Incorporator (s) of Corporation under the Florida General Corporation Act, adopt (s) the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of Corporation is: PASSALACQUA SERRANO SERVICES
INC.USA

ARTICLE II

Address of principal office USA is: 2105 Howell Branch Rd apt 36-D
Maitland . Flida 32751
PHONE 407 -812 -7532 USA.

ARTICLE III

Mailing Address : 2105 Howell Branch Rd Apt 36-D
Maitland .Flida 32751
PHONE 407 -812-7532

ARTICLE IV :

The Corporation is authorized to issue the following number of shares of the following classes at following par values :
No. shares 1.000..... Class Common Par Value \$ 1.00 US

ARTICLE V:

The street address of the initial registered office principal place of business and mailing address of corporation is as follows:

2105 HOWELL BRANCH RD APRT 36-D MAITLAND
FLDA 32751 PH-407- 681-6376

The name of initial registered Agent/Manager at that address is
ALESSANDRO ANTONIO PASSALACQUA

Substitute/ and Secretary : CAROLINA SERRANO R

ARTICLE VI : INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board directors is two, Mr. **ALESSANDRO ANTONIO PASSALACQUA** President International of sales and **CAROLINA SERRANO R**, General Manager divisions International. The number of directors may be increased or decreased from time to time

With the bylaws but shall never be less than one. The names and address of the initial Board of directors are as follows

2105 HOWELL BRANCH RD APRT 36-D MAITLAND
FLDA 32714 PH- 407- 681-6376

ARTICLE VII : INCORPORATOR (s)

The name (s) and address of incorporator(s) signing these Articles of corporation is , MR **ALESSANDRO PASSALACQUA**
Adress is : 2105 Howell Branch Rd apt 36-D Maitland
Flda 32714 ph- 407- 681-6376

ARTICLE VIII : BY LAW AMENDMENT

The power to adopt ,alter ,amend or repeal the by laws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLES IX : NATURE OF BUSINESS

This corporation may engage in or transact any or all law activities or business permitted under the laws of the United States ,the State of Florida or any other Satate Contry or territory or nation ,SERVICES CLEAN SALES,MATENANCE,IMPORT/EXPORT,AND OTHERS

ARTICLES X : INDEMNIFICATION

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

ARTICLES XI : INFORMAL ACTIONS OF DIRECTORS

If all the directors separately or collectively consent in writing to any action taken or to be taken by the corporation,and the writing evidencing their consent are filed with the secretary of corporation,the action shall be as valid as though it had been authorized at a meeting of Board of Directors

ARTICLES XII : AMENDMENTS OF ARTICLES

This corporation reserves the righth to amend or repeal any provisons inthis articles of incorporation or any amendment ,any righth conferred upon the shareholders is subject to this reservations.

IN WITNESS WHERE OF ,the undersigned incorporator(s) has have executed these articles of incorporation this day of march 6 of 2000.

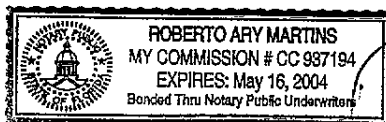
Alessandro Passalacqua
ALESSANDRO ANTONIO PASSALACQUA
Incorporator

Having been named as registered agent for the above stated corporation ,I hereby agree to act in this capacity and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties an obligations of Florida Statutes

ALESSANDRO ANTONIO PASSALACQUA
Registered Agent
STATE OF FLORIDA COUNTY OF:

BEFORE ME ,the undersigned authority this day personally appeared **ALESSANDRO A PASSALACQUA** ,to me known to be the persons whom executed the the foregoing Articles of Incorporation and he acknowledged to and before me that he /they executed such instrument,

In witness whereof ,I have herein to set may hand and seal seal this day
MAY 31 /2000



NOTARY PUBLIC STATE OF FLORIDA

Identification Produced *FLDLA P242-000-75-210-0*

My commission expires *05/16/04*

CERTIFICATE OF DESIGNATION
REGISTERED AGENT /REGISTERED OFFICE
OF
PASSALACQUA SERRANO SERVICES INC.USA

Pursuant to 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,

1.- The name of the corporation is:

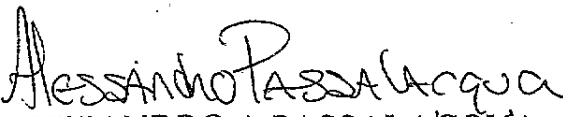
PASSALACQUA SERRANO SERVICES INC. USA

2.-The name and address of the registered agent and office is:

ALESSANDRO A PASSALACQUA
2105 HOWELL BRANCH RD APT 36-D MAITLAND FLDA 32751
PHONE- 407 -812-75332

Date , MAY 30 /2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE,I HEREBY ACCEPT THE CAPACITY . I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE COMPLY WITH THE PROVISIONS OF PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS A REGISTERED AGENT


ALESSANDRO A PASSALACQUA
Date,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG -3 PM 3:56

FILED