

PO0000075717

Law Offices of
Maria I. Casablanca, P.A.

Telephone (305) 577-4220 Facsimile (305) 577-3067
Suite 616, Rivergate Plaza 444 Brickell Avenue
Miami, Florida 33131

FILED

00 AUG -4 AM 9: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Aug. 3rd, 2000

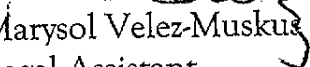
Department of State
Division of Corporation
P.O.Box 6327
Tallahassee, Florida 32314

Ref: Articles of Incorporation for Cambrug Corporation USA

Enclosed please find the Articles of Incorporation for Cambrug Corporation USA, along with a check in the amount of \$ 122.50 to file and register with the State of Florida.

Sincerely yours,

Maria I. Casablanca, P.A.


Marysol Velez-Muskus
Legal Assistant

MSV:msv

Encl.: As stated

200003346772--9
-08/04/00--01077--008
****122.50 *****78.80
75


8/10/00

**ARTICLES OF INCORPORATION
CAMBRUG CORPORATION USA**

FILED

00 AUG -4 AM 9: 27

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida and, under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liability of incorporating for profit it is:

ARTICLE I

The name of the corporation shall be: **Cambrug Corporation USA**

ARTICLE II

The corporation shall engage in any activity or business permitted under the Laws of the State of Florida and the United States of America. Particularly, it will engage in the following: A) To invest in rural and urban real estate and the acquisition of such for development in accordance to the nature and utilization of the property in question, as well as the administration, rental, taxation, or selling of those real estate properties. B) The investment of funds in stocks, bonds, certificate of deposit, in accounts at banks and financial institutions, in commodities, in commercial firms, as well as to negotiate equities including restaurants and franchise in general. C) To purchase, sale, distribute, import and/or export of all kind of merchandise, products, raw material and/or items required for the construction of capital goods, transportation and general commerce. D) To become representatives and agents of domestics and/or foreign companies. E) To participate directly or as an associate in the business of manufacturing, production, distribution and the sale of all kind of products. F) To provide or receive loans and give collateral. G) To procure patents of invention, to register trademarks or names and to sign contracts related to industrial properties. H) To establish checking account. I) To issue checks, to endorse documents, to make collections and to pay for valuables. J) To execute all actions and contracts related to civil matters, labor, fiscal, administrative and others in pursuance of the corporation. K) In general all commercial and industrial actions related the purpose of the corporation.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 shares, one dollar a share.

ARTICLE IV

The amount of capital with which the corporation shall commence business shall be not less than the five hundred dollars.

ARTICLE V

The corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida shall be 3245 N.E. 184th Street, Miami, Florida 33160.

The business of the corporation shall be managed by a Board of directors consisting of not less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

NAME	TITLE	ADDRESS
Carlos Camacho	President	3245 N.E. 184 th Street Miami, Florida 33160
Luis Brugnoli C.	Vice President	3245 N.E. 184 th Street Miami, Florida 33160

ARTICLE IX

The names and address of the subscriber of these Articles of incorporation is Maria Clara Echeverri. 3245 N.E. 184th Street, Miami, Florida 33160

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any of all of his shares.

ARTICLE XI

At all elections of Directors of this corporation each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he would be entitled to cast for the election of the Director with respect to his shares of stock multiplied by the number of Directors to be elected and he may cast all votes for a single Director or may distribute them among the number to be voted for, or any one or more of them as he may see fit.

ARTICLE XII

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or Officer of, such other corporation and any director, individually or jointly, may be a party to or may be interest in, any contract or transaction of this corporation or in which this corporation is interested and no contract or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation within which he may be in any way interested.

ARTICLE XIII

Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

ARTICLE XIV

The shareholders of this corporation shall have the power to include in the By Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of its shareholders, or in the event of the death of any of the shareholders. The manner and form as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder to this corporation may sell

or transfer his shares therein except to another individual who is eligible to be shareholder of this corporation.

ARTICLE XV

In furtherance and not in Limitation of the general power conferred by the Laws of the State of Florida and of the purposes and objects herein above stated, this corporation shall have all and singular the following power:

This corporation shall have the power to enter into or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation, any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase, provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. A Pension plan.
2. A profit sharing plan.
3. A stock bonus plan
4. A thrift and saving plan.
5. A restricted stock option plan, or
6. Other retirement or incentive compensation plans.

ARTICLE XVI

These Article of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that

at a certain amendment of these be made. All rights of shareholders are subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation of Cambrug Corporation USA
This 24th day of July, 2000

Maria Clara Echeverry B.
Maria Clara Echeverry
Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

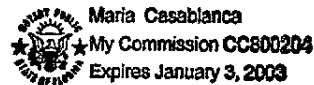
BEFORE ME, a Notary Public, authorized to take acknowledgment in the state and County above set forth, personally appeared known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24th day of July, 2000,



Maria I. Casablanca, Notary Public

State of Florida at Large



My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

FILED

00 AUG -4 AM 9: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First, that Cambrug Corporation USA, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade and State of Florida, has named Maria Clara Echeverri, 3245 N.E. 184th Street, Miami, Florida 33160, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

M^a Clara Echeverri B
Maria Clara Echeverry