

P000000088528

LAW OFFICES
Mariano M. Solé

LE JEUNE CENTER
782 NORTHWEST 42ND AVENUE
SUITE 340
Miami, Florida 33126

ADRIAN D. FERRADAZ
OF COUNSEL

TELEPHONE (305) 441-2655
FAX (305) 441-0697

September 14, 2000

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

700003396187--4
-09/18/00--01085--021
*****78.75 *****78.75

RE: GAULT USA, INC.

Dear Sirs:

Enclosed please find original and one copy of the Articles of Amendment of the above referenced.

I am also enclosing a draft in the amount of \$ 78.75 to cover filing fees.

Thank you for your cooperation in this matter. Please find a self-addressed envelope for your convenience in returning a confirmed copy of said articles.

Very truly yours,


MARIANO SOLE

MS\nc

Enclosures

FILED
00 SEP 18 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 19 2000

ARTICLES OF INCORPORATION

OF

GAULT USA, INC.

FILED

00 SEP 18 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, the subscriber to these Articles of Incorporation, natural person competent to contract, presents these Articles for the formation of a corporation under Florida Statutes, Chapter 607, and other laws of the State of Florida.

ARTICLE I

The name of this corporation is GAULT USA, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is:

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with the other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumerating of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this Corporation has authorized to have outstanding at any one time is SIXTY (60) shares of common stock having a non par value.

The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than FIVE HUNDRED (\$ 500.00) DOLLARS.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal of this Corporation in the State of Florida is 782 NW 42nd Avenue, suite 340, Miami, Florida 33126. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This Corporation shall have one director initially. The number of directors may be increased from time to time, by new Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII

The names and post office address of the subscriber to these Articles of Incorporation, is:

**MARIANO M. SOLE
782 NW 42nd Avenue, Suite 340
Miami, Florida 33126**

ARTICLE IX

The name and address of the subscriber to these Articles of Incorporation and the number of shares of stock they agree to take, and the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
MARIANO M. SOLE	782 NW 42 nd Avenue Suite 340 Miami, Florida 33126	60	\$500.00

ARTICLE X

Except as otherwise provided by law, all business affairs of the Corporation shall be conducted in compliance with general corporation practices which are characteristic of those ordinarily relating to business corporations; all shares of stock in the Corporation shall be fully transferrable; management of the Corporation shall be fully transferrable; management of the Corporation shall be rested in the Board of Directors; liability of shareholders shall be limited to their respective interest in the stock of the Corporation; and the continuity of the Corporation shall not be affected by death, disability, retirement or sale of stock by any shareholder; provided, however, that this provision shall not prohibit the Corporation, its employees or its stockholders, from entering into such agreements relating to redemption of stock, other stock purchase agreements, or other corporate plans available to business corporations.

The Board of Directors may remove any officer, by a majority vote, at any time or without cause.

No contract or other transaction between the Corporation and any other firm, association or Corporation shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any Director or Directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a Director of the 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 in which he may in any way be interested.

ARTICLE XI

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute.

The Directors of this Corporation shall have the power to make and amend the By-Laws of the Corporation.

ARTICLE XII

The shareholders of this Corporation shall have preemptive rights.

ARTICLE XIII

The initial Registered Agent and the address of the Registered Agent are:

MARIANO M. SOLE
782 NW 42nd Avenue, Suite 340
Miami, Florida 33126

Having been nominated initial Registered Agent I hereby accept said nomination.

BY: _____

MARIANO M. SOLE

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared **MARIANO M. SOLE**, to me well known by reason to be him presenting his Florida Driver's License number _____ who executed this acceptance.


Notary Public

My Commission Expires



IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock herein above named, for the purpose of forming a corporation to perform services as

aforesaid within the State of Florida, under the laws of the State of Florida, does make and file this instrument, hereby declaring and certifying that the facts herein stated are true, and hereunto sets his hand and seal this the 13 day of September, 2000.




MARIANO M. SOLE
Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

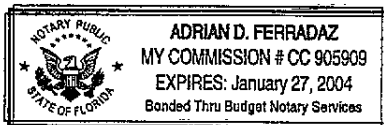
BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **MARIANO M. SOLE**, to me well known to be the person who executed the Certificate of Incorporation, pursuant to his Florida License Number _____ and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 13 day of September, 2000, at Miami, Dade County, Florida.



NOTARY PUBLIC, State of Florida

My Commission Expires:



FILED
00 SEP 18 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA