

Division of Corporations

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P000000090178

## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## To:

Division of Corporations

Fax Number : (850) 922-4001

## From:

Account Name : PRATS, FERNANDEZ &amp; CO.

Account Number : I19980000078

Phone : (305) 444-8333

Fax Number : (305) 444-8334

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## FLORIDA PROFIT CORPORATION OR P.A.

CARIBRICE U.S.A., CORP.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	

T. SMITH SEP 25 2000

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**CERTIFICATE OF INCORPORATION  
OF**

**CARIBRICE U.S.A., CORP.**

The undersigned hereby subscribes this certificate of Incorporation  
for the purpose of forming a corporation under the laws of the  
State of Florida, subject to the following provisions:

**ARTICLE ONE**

The name of the Corporation shall be

**CARIBRICE U.S.A., CORP.**

**ARTICLE TWO**

The corporation may engage in any activity or business permitted  
under the laws of the United States and of the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock which the corporation will  
have outstanding at any time shall be 500.00 shares of common stock  
at \$ 1.00 par value. All or any part of the capital stock may  
be paid for either in lawful monies of the United States of America,  
or in services, at a true valuation thereof.

Preparer's Name: Francisco J. Fernandez  
2121 Ponce de Leon Blvd. # 240  
Coral Gables, FL 33134.  
Phone: 305-444-8333

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ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$ 500.00 ( FIVE HUNDRED 00/100 dollars).

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 2121 Ponce de Leon Blvd., Suite #240, Coral Gables, Fl. 33134  
Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be two directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

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ARTICLE EIGHT

The names and post office address of the members of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until the successors are elected or appointed and have qualified are as follows:

BOARD OF DIRECTORS

Luis Fernando Garcia  
Director

Maria Virginia Calero de Garcia  
Director

Paula Garcia  
Director

Santiago Mc Causland  
Director

2121 Ponce de Leon Blvd. Suite #240  
Coral Gables, Fl. 33134

ARTICLE NINE

The names and post office address of the officers of this corporation are:

Luis Fernando Garcia  
President

Maria Virginia Calero de Garcia  
Secretary

Paula Garcia  
Treasurer

Santiago Mc Causland  
General Manager

2121 Ponce de Leon Blvd. Suite #240  
Coral Gables, Fl. 33134

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ARTICLE TEN

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

Francisco J. Fernandez  
2121 Ponce de Leon Blvd. # 240  
Coral Gables, FL 33134.

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole shall have been paid.

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ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats with offices located at 2121 Ponce de Leon Blvd., Suite 240, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

**IN WITNESS WHEREOF**, the undersigned incorporator has hereunto set their hand and affixed their seal on this 22nd day of August of 2000.

  
\_\_\_\_\_  
Francisco J. Fernandez

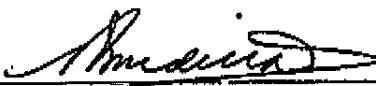
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STATE OF FLORIDA  
COUNTY OF MIAMI DADE

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **FRANCISCO J. FERNANDEZ** who first having been duly sworn, personally known to me, executed the foregoing Certificate of Incorporation of **CARIBRICE U.S.A., CORP.** for the purpose therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this 22nd day of August of 2000.

  
\_\_\_\_\_  
**RENE MEDINA -Notary Public-**  
State of Florida at large-  
Rene Medina  
Commission # CG 828248  
Expires May 31, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said **CARIBRICE U.S.A., CORP.** authorizing to organize under the laws of Florida with its principal office, as indicated in the Articles of Incorporation as the city of Miami, County of Dade, State of Florida has named **Gabriel Prats** with offices at 2121 Ponce de Leon Blvd., Suite 240, Coral Gables, FL 33134. Having been named to accept service of process for the above stated 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.

  
Gabriel Prats

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TALLAHASSEE, FLORIDA

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