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ACCOUNT NO. : 072100000032

REFERENCE: 877407 7153703

AUTHORIZATION:

COST LIMIT : \$ 70.00

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ORDER DATE: October 26, 2000

ORDER TIME: 2:58 PM

ORDER NO. : 877407-005

CUSTOMER NO: 7153703

CUSTOMER: Fernando Perez Iii, Esq 900003441539--9

Fernando Perez, Esq.

Bank Of America Plaza

101 E. Kennedy Blvd, Ste 3200

Tampa, FL 33601

DOMESTIC FILING

NAME: FAFI USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

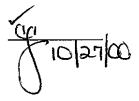
CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

SECRETARY OF STATE
ISION OF CORPORATIONS

OCT 26 PM L: 51





FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

### ARTICLES OF INCORPORATION OF FAFI USA, INC.

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#### ARTICLE I - NAME, PRINCIPAL ADDRESS AND MAILING ADDRESS

The name of the Corporation shall be **FAFI USA, INC.** The principal and mailing address of the corporation shall be 5502 Anderson Road, Tampa, FL 33634.

#### **ARTICLE II - CAPITAL STOCK**

The Corporation is authorized to issue one thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

#### **ARTICLE III - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation 5502 Anderson Road, Tampa, FL 33634, and the name of the initial registered agent of the Corporation at that address is **MARIO PLAZZA**.

#### **ARTICLE V - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is **MARIO PLAZZA**, 5502 Anderson Road, Tampa, FL 33634.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this <u>24th</u> day of <u>October</u>, 2000.

MARIO PLAZZA, Incorporator



## CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the, Florida Statutes, the following is submitted:

That **FAFI USA, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal office at 5502 Anderson Road, Tampa, FL 33634, has named **MARIO PLAZZA**, 5502 Anderson Road, Tampa, FL 33634, as its agent to accept service of process within Florida.

Dated: October 24, 2000

MOUO I Slozo MARIO PLAZZA, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

MARIO PLAZZA, Registered Agent