

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
Phone : (305) 358-5900
Fax Number : (305) 358-4842

FLORIDA PROFIT CORPORATION OR P.A.

ROCKINVEST USA HOLDINGS, INC.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION

OF

ROCKINVEST USA HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be ROCKINVEST USA HOLDINGS, INC.

ARTICLE II

PRINCIPAL OFFICE ADDRESS

The street address and mailing address of the initial principal office of the corporation in the State of Florida is: 8190 N.W. 66th Street, Miami, Fl. 33166.

THIS INSTRUMENT PREPARED BY:

Rene V. Murai
FL Bar #: 122154
Murai Wald Biondo & Moreno P.A.
25 Southeast 2nd Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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ARTICLE III**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of common stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. There shall be no cumulative voting. Holders of common stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE IV**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent of this corporation are:

Murai, Wald, Biondo & Moreno, P.A.
900 Ingraham
25 S.E. 2nd Avenue
Miami, Florida 33131

ARTICLE V**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

Murai, Wald, Biondo & Moreno, P.A.
900 Ingraham
25 S.E. 2nd Avenue
Miami, Florida 33131

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ARTICLE VI

BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VII

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of December, 2000.

Murai, Wald, Biondo
& Moreno, P.A.
Incorporator

By: 

Rene V. Murai

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CERTIFICATE OF REGISTERED AGENT
OF
ROCKINVEST USA HOLDINGS, INC.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

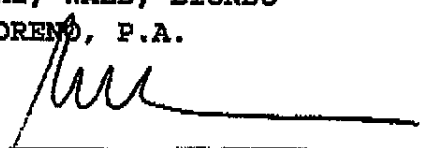
That ROCKINVEST USA HOLDINGS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 20th day of December, 2000.

MURAI, WALD, BIONDO
& MORENO, P.A.

By: 
Name: Rene V. Murai
Title: President

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