

Division of Corporations

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**PO1000012782****Florida Department of State**

Division of Corporations

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DIVISION OF CORPORATIONS**FLORIDA PROFIT CORPORATION OR P.A.****Visual Tools U.S., Inc.**

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**ARTICLES OF INCORPORATION  
OF  
VISUAL TOOLS U.S., INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the corporation is Visual Tools U.S., Inc.

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The Corporation's initial principal office is Calle Xaudaro #13 Bis Madrid Spain 28034, and the mailing address is c/o Carlton Fields, P.O. Box 019101, Miami, Florida 33131-9101, Attn: Francisco J. Arbide.

**ARTICLE III**

**Shares**

The corporation shall have authority to issue 10,000 common shares with a par value of \$.01 per share.

**ARTICLE IV**

**Initial Registered Agent and Office**

The street address of its initial registered office is c/o Carlton Fields, 4000 International Place, 100 S.E. Second Street, Miami, Florida 33131-9101, and the name of its initial registered agent at that address is Francisco J. Arbide.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator are:

**Name**

**Address**

Francisco J. Arbide

c/o Carlton Fields  
4000 International Place  
100 S.E. Second Street  
Miami, Florida 33131-9101

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Cristin C. Gieser, Esq.

Carlton Fields, P. O. Box 3239, Tampa, FL 33601

Ph: 813-223-7000; Fax: 813-229-4133

Fla. Bar No.: 0125153

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**ARTICLE VI**  
**Initial Directors**

The corporation initially shall have three (3) directors, whose name and address are:

<u>Name</u>	<u>Address</u>
David Darsch	Calle Xaudaro #13 Bis Madrid, Spain 28034
Edmond Durre	Calle Xaudaro #13 Bis Madrid, Spain 28034
Arturo Rodriguez	Calle Xaudaro #13 Bis Madrid, Spain 28034

**ARTICLE VII**  
**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 1 day of February 2001.

  
Francisco J. Arbide, Incorporator

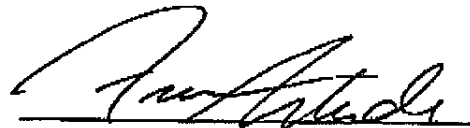
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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this   7   day of February 2001.



Francisco J. Arbide, Registered Agent

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