

Pol000013204

**ACCOUNTING AND TAX SOLUTIONS**

4931 N. UNIVERSITY DRIVE, LAUDERHILL FL 33351

TEL (954) 746 - 9224

FAX (954) 746 - 9403

JANUARY 29, 2001

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 GAINS STREET  
TALLAHASSEE, FL 32399

100003631441--6

-02/02/01--01113--011

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed please find the articles of incorporation for ARTECOL USA INC.  
A for profit corporation. I am also including a chek to cover the filing *expenses.*

We will appreciate very much a prompt processing of this corporation. If  
You have any questions please do not hesitate to get in touch with me.

**EFFECTIVE DATE**

01-29-01

Yours truly,

  
Roberto E. Montoya

**FILED**  
01 FEB - 2 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

✓  
S/2/01

**ARTICLE OF INCORPORATION  
OF  
ARTECOL USA INC**

**ARTICLE ONE**

**NAME**

THE NAME OF THIS CORPORATION SHALL BE : ARTECOL USA INC

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:  
7807 NW 71 COURT  
TAMARAC FL 33321

**ARTICLE TWO**

**NATURE OF BUSINESS**

THIS CORPORATION MAY ENGAGE IN ANY BUSINESS ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA.

**ARTICLE THREE**

**TERM OF EXISTENCE**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, UNLESS SOONER DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA. THE DATE ON WHICH CORPORATE EXISTENCE SHALL BEGIN IS JANUARY 29, 2001.

**EFFECTIVE DATE**

01-29-01

**ARTICLE FOUR**

**MINIMUM CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL NOT BE LESS THAN ONE THOUSAND DOLLARS (\$1000.00), OR SUCH GREATER AMOUNT AS MAY BE REQUIRED BY LAW.

**ARTICLE FIVE**

**OFFICERS DIRECTORS**

THIS CORPORATION SHALL HAVE THREE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE LAWS, BUT SHALL NEVER BE LESS THAN ONE (1).  
THE INITIAL DIRECTORS AND OFFICERS OF THIS CORPORATION ARE:  
RICARDO A. ARBELAEZ FRANCO 7805 NW 71 COURT, TAMARAC FL 33321  
GERMAN ALBERTO LOPEZ 9217 RAMBLEWOOD DR APT 936 CORAL SPRINGS FL 33071  
MARTA PATRICIA LOPEZ 7805 NW 71 COURT, TAMARAC FL 33321.

**FILED**  
01 FEB - 2 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE SIX

### AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN ANY MANNER CONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA.

## ARTICLE SEVEN

### CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF STOCK AS FOLLOWS:

- A. DESIGNATION: THE STOCK OF THIS CORPORATION SHALL BE KNOWN AS COMMON STOCK.
- B. AUTHORIZED: THE MAXIMUM NUMBER OF SHARES OF COMMON STOCK THAT THIS CORPORATION MAY ISSUE IS: 100
- C. PAR VALUE: EACH SHARE OF COMMON STOCK SHALL HAVE THE PAR VALUE OF: \$ 10.00
- D. CONSIDERATION: SHARES OF COMMON STOCK MAY BE ISSUED IN EXCHANGE FOR CASH, REAL PROPERTY, LABOR OR SERVICES RENDERED, OR ANY COMBINATION OF THE FOREGOING. IN THE ABSENCE OF FRAUD IN THE TRANSACTION, THE JUDGMENT OF THE BOARD OF DIRECTORS AS TO THE VALUE OF ANY SUCH CONSIDERATION SHALL BE CONCLUSIVE.
- E. NON-ASSESSABILITY: EACH SHARE OF COMMON STOCK SHALL BE ISSUED IN EXCHANGE FOR CONSIDERATION WHICH IS AT LEAST EQUAL TO THE PAR VALUE THEREOF, AND SHALL BE FULLY PAID AND NON-ASSESSABLE.
- F. VOTING RIGHTS: EACH SHARE OF COMMON STOCK SHALL ENTITLE THE RECORD HOLDER THEREOF TO ONE VOTE UPON EACH PROPOSAL PRESENTED AT MEETINGS OF THE STOCKHOLDERS OF THE CORPORATION.
- G. CUMULATIVE VOTING: NO HOLDER OF COMMON STOCK SHALL BE ENTITLED TO ANY RIGHT OF CUMULATIVE VOTING.
- H. DIVIDENDS: RECORD HOLDERS OF COMMON STOCK ARE ENTITLED TO RECEIVE THEIR PRO-RATA SHARE OF ANY DIVIDENDS THAT MAY BE DECLARED BY THE BOARD OF DIRECTORS OUT OF ASSETS LEGALLY AVAILABLE FOR SUCH PURPOSE.
- I. LIQUIDATION RIGHTS: HOLDERS OF COMMON STOCK ARE ENTITLED, IN THE EVENT OF THE LIQUIDATION OR DISSOLUTION OF THIS CORPORATION, TO RECEIVE THEIR PRO-RATA SHARE OF ANY ASSETS OF THIS CORPORATION REMAINING AFTER PAYMENT OF ALL CORPORATE DEBTS AND OBLIGATIONS.

ARTICLE EIGHT

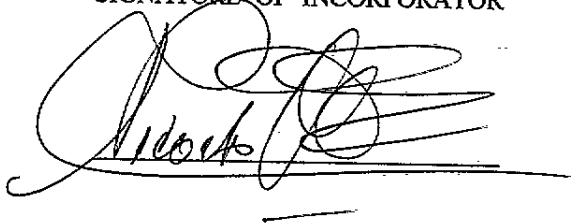
INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

**RICARDO A. ARBELAEZ FRANCO 7807 NW 71 COURT TAMARAC FL 33321**

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 29 DAY OF JANUARY 2001.

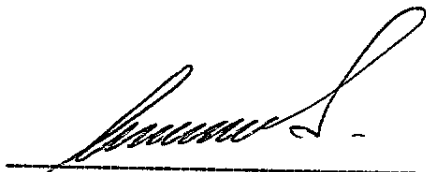
SIGNATURE OF INCORPORATOR



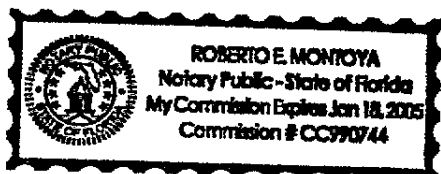
STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AN SWORN BEFOR ME THIS 29 DAY OF JANUARY 2001, BY **RICARDO A. ARBELAEZ FRANCO** (INCORPORATOR) OF **ARTECOL USA INC**



NOTARY PUBLIC STATE OF FLORIDA  
AT LARGE  
MY COMMISSION EXPIRES:



# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ARTECOL USA INC

2. The name and address of the registered agent and office is:

RICARDO A. ARBELAEZ FRANCO

(Name)

7807 NW 71 COURT

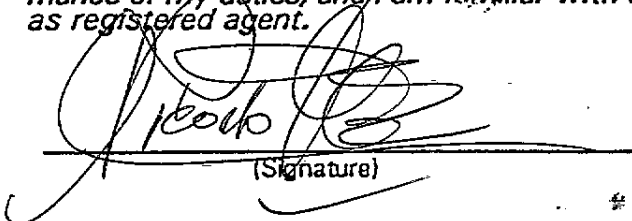
(P.O. Box not acceptable)

TAMARAC FL 33321

(City/State/Zip)

**FILED**  
01 FEB - 2 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent.*

  
(Signature)

DATE: JANUARY 29 - 2001