

FD1000021435

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-02/28/01--01050--005
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ECUADOR PROJECT DEVELOPER, INC.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
01 FEB 28 AM 10:40
DIVISION OF CORPORATION

FILED
01 FEB 28 PM 12:11
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Examiner's Initials

ARTICLES OF INCORPORATION
of
ECUADOR PROJECT DEVELOPER, INC.

FILED
01 FEB 28 PM 12:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is: **ECUADOR PROJECT DEVELOPER, INC.**

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 1000, shares of par value With a par value of \$ 1.00 per share.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such addresses is:

JOSE MANUEL AVILA
5201 BLUE LAGOON DRIVE
EIGHT FLOOR, SUITE 885
MIAMI, FL 33126
MIAMI DADE COUNTY

THE PRINCIPAL ADDRESS IS THE SAME.

ARTICLE IV
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

JOSE MANUEL AVILA
5201 BLUE LAGOON DRIVE
EIGHT FLOOR, SUITE 885
MIAMI, FL 33126
MIAMI DADE COUNTY

ASTRID DE LA CRUZ
5201 BLUE LAGOON DRIVE
EIGHT FLOOR, SUITE 885
MIAMI, FL 33126
MIAMI DADE COUNTY

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

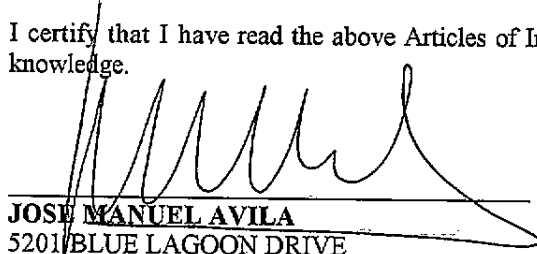
**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

CERTIFICATION

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


JOSE MANUEL AVILA
5201 BLUE LAGOON DRIVE
EIGHT FLOOR, SUITE 885
MIAMI, FL 33126
MIAMI-DADE COUNTY

ACCEPTANCE OF REGISTER AGENT

The undersigned hereby accepts appointment as initial register agent of the above Corporation


JOSE MANUEL AVILA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA