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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

GRUPSA 99 CORP.

Certificate of Status	0
Certified Copy	1
Page Count	01
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 4, 2001

ACE

SUBJECT: GRUPSA 99 CORP.
REF: W01000007509

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**ARTICLES OF INCORPORATION
OF
GRUPSA 99 CORP.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these articles of Incorporation.

I

The name of the corporation shall be:

GRUPSA 99 CORP.

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact and all business as permitted under the laws of the State of Florida and the United States of America. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of no par value common stock.

IV

The amount of capital with which this corporation shall begin business shall be:

\$500.00

V

The existence of this corporation shall be perpetual.

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VI

The principal office of this corporation shall be located at:

141 NE 3rd Avenue
Miami, Florida 33132

VII

The Board of Directors of this corporation shall not consist of less than one or more than five (5) members.

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

Victor Genis

C/. Colon, 99-Local 3
03570 VILLAJUOSA
(Alicante), Spain

Francois Engelmaier

141 NE 3rd Avenue
Miami, Florida 33132

IX

The registered agent and the registered office of the Corporation is:

Francois Engelmaier

141 NE 3rd Avenue
Miami, Florida 33132

X

The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate of which shall be the sum of \$1000.00, the amount of capital with which this corporation shall begin business, are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Amount</u>
Francois Engelmaier	141 NE 3 rd Avenue Miami, Florida 33132	1000	\$500.00

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XI

The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Francois Engelmajer	PRESIDENT	141 NE 3 rd Avenue Miami, Florida 33132
Victor Genis	VICE PRESIDENT	C/Colon.99-local 3 03570 VILLAJOSYA (Alicante), SPAIN
Manuela Engelmajer	SECRETARY	141 NE 3 rd Avenue Miami, Florida 33132
Francois Engelmajer	TREASURER	141 NE 3 rd Avenue Miami, Florida 33132

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial stockholders or the successors of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after election or until successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other officers as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out the By-Laws.

XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of the law pertaining thereto.


Francois Engelmajer

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IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledge these Articles of Incorporation.

**Francois Engelmaier**

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I hereby certify that on this day personally appeared Francois Engelmaier to me well known to be the same person described in and who executed this Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true.

The foregoing instrument was acknowledged before me this 2nd day of April, 2001 personally appeared **Francois Engelmaier**, whom are/is personally known to me, or have produced DRIVER'S LICENSE as identification and who did/did not personally take an oath.

SEAL

NOTARY PUBLIC - STATE OF FLORIDA
WANDA DE MENDOZA
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EXPIRES 4/26/2003
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NOTARY PUBLIC

My commission expires:

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