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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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FLORIDA PROFIT CORPORATION OR P.A.**F & D AMERICA CORPORATION**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 5, 2001

FAS-T

SUBJECT: F & D AMERICA CORPORATION
REF: W01000012698

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

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Becky McKnight
Document Specialist
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FAX Aud. #: E01000070997
Letter Number: 701A00034097

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be

F & D AMERICA CORPORATION

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ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum shares of stock, with \$ 1.00 par value, that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) Shares.

ARTICLE IV

The amount of capital with which this corporation will begin business not be less than \$ 500.00 Dollars. FIVE HUNDRED DOLLARS.

ARTICLE V

This Corporation is to have perpetued existence.

PREPARED BY: QUICK ACCOUNTING & BUSINESS SERVICES, INC
1790 W 49 ST SUITE 208, HIALEAH, FL 33012
PHONE: (305) 362-394 FAX: (305) 362-7253

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ARTICLE VI

The principal office of this Corporation shall be

6995 NW 82 AVE # 44
MIAMI -FL 33166

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence or until their successors are elected and shall be fully qualified, are:

			<u>SHARES</u> <u>$\frac{1}{2}$</u>
DARIO A PERETTI	4239 SW 153 CT MIAMI FL 33185	PRESIDENT SECRETARY DIRECTOR	34
IVO GUSTAVO JURI	TINOGASTA 5819 1 AVE BS AS, ARGENTINA 1408	VICE PRESIDNET DIRECTOR	33
CRISTIAN MARCOS VACCA	AV LIBERTADOR 8560 19 "B" BS AS, ARGENTINA 1429	VICE PRESIDENT DIRECTOR	33

ARTICLE VIII

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

DARIO A PERETTI	PRESIDENT SECRETARY DIRECTOR	4239 SW 153 CT MIAMI FL 33185
IVO GUSTAVO JURI	VICE PRESIDNET DIRECTOR	TINOGASTA 5819 1 AVE BS AS, ARGENTINA 1408
CRISTIAN MARCOS VACC	VICE PRESIDENT DIRECTOR	AV LIBERTADOR 8560 19 "B" BS AS, ARGENTINA 1429

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ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or officer of, or are Directors or Officers of, such other corporation.

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws, confers powers upon its Board of Directors or Officers, in addition to the powers authorized and expressly conferred by Statute. Both Stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The Corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of stock in any corporation, all or any part of the business, good will, rights, property and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partnership), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

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We, the undersigned, being each and all of the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.

Suscribed at Miami, Dade County, Florida, this 3 day of May, 2001.


DARIO A PERETTI
IVO GUSTAVO JURI
CRISTIAN MARCOS VACCA

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**CERTIFICATE DESIGNATING CHANGE OF
PLACE OF BUSINESS OF DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in accordance with said Act.:

That F & D AMERICA CORPORATION
is qualified to do business under the laws of the State of Florida, with its
principal office at:

6995 NW 82 AVE # 44
MIAMI FL 33166

and has appointed

DARIO A PERETTI
4239 SW 153 CT
MIAMI FL 33185

as its agent to accept service of process within this State.

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ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


DARIO A PERETTI

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