

Division of Corporations

Page 1 of 2

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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 : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.  
Account Number : 076624003440  
Phone : (305)444-6226  
Fax Number : (305)442-4829

FLORIDA PROFIT CORPORATION OR P.A.

HEPTIUM CONSULTING AMERICAS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
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01 JUN 22 AM 10:00  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION

OF

HEPTIUM CONSULTING AMERICAS, INC.

The undersigned incorporator to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is HEPTIUM CONSULTING AMERICAS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Carlos F. Arazoza, Esq.  
2100 Salzedo Street, Suite 300  
Phone: (305) 444-6226  
Coral Gables, Florida 33134  
Florida Bar No.0698806

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ARTICLE VI  
ADDRESS

The initial mailing address of the principal office of this corporation in the State of Florida is c/o Arazoza & Fernandez-Fraga, P.A., 2100 Salzedo Street, Suite 300, Coral Gables, FL 33134. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII  
DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one. The name and address of the initial director which shall serve until his replacements assume his position is:

<u>Name</u>	<u>Address</u>
EZEQUIEL B. OLIVA	2100 Salzedo Street, Suite 300, Coral Gables, FL 33134
GABRIEL DE MARISCAL RUIZGOMEZ	2100 Salzedo Street, Suite 300, Coral Gables, FL 33134
DAMASO ARIAS MIGUEL	2100 Salzedo Street, Suite 300, Coral Gables, FL 33134

ARTICLE VIII  
INITIAL OFFICERS

The names offices and addresses of the initial officers which shall serve until their replacements assume their positions are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President & Secretary & Treasurer	DAMASO ARIAS MIGUEL	2100 Salzedo Street, Suite 300 Coral Gables, FL 33134

ARTICLE IX  
INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is Arazoza & Fernandez-Fraga, P.A., of 2100 Salzedo Street, Suite 300, Coral Gables, FL 33134.

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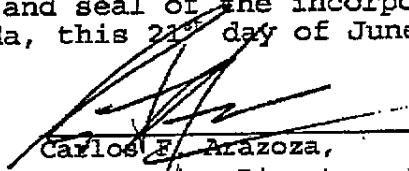
ARTICLE X  
AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI  
REGISTERED OFFICE AND REGISTERED AGENT

HEPTIUM CONSULTING AMERICAS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates Arazoza & Fernandez-Fraga P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 2100 Salzedo Street, Suite 300, Coral Gables, FL 33134.


WITNESS the hand and seal of the incorporator in Miami-Dade County, State of Florida, this 21<sup>st</sup> day of June, 2001

  
\_\_\_\_\_  
Carlos F. Arazoza,  
as Managing Director of  
Arazoza & Fernandez-Fraga P.A.

STATE OF FLORIDA            )  
                                  )    SS:  
COUNTY OF MIAMI-DADE    )

PERSONALLY appeared before me, Carlos F. Arazoza, as Managing Director of Arazoza & Fernandez-Fraga, P.A., to me well known to be the incorporator to the foregoing Articles of HEPTIUM CONSULTING AMERICAS, INC., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 21<sup>st</sup> day of June, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:

 Ana M. Bascuas  
Commission # CG 900882  
Expires Feb. 26, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 HEPTIUM CONSULTING AMERICAS, INC.
2. The name and address of the registered agent and office is:

ARAZOZA & FERNANDEZ-FRAGA P.A.  
2100 Salzedo Street, Suite 300  
Coral Gables, FL 33134





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Carlos F. Arazoza,  
Managing Director

Date: 21<sup>st</sup> day of June, 2001

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.




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Carlos F. Arazoza  
Managing Director  
Arazoza & Fernandez-Fraga P.A.

Date: 21<sup>st</sup> day of June, 2001

CORP\INCORP\HEPTIUM CONSULTING AMERICAS, INC.

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