

DEBORA MARA CHEMERINSKI

ATTORNEY AT LAW

P.O. BOX 398570

MIAMI BEACH, FLORIDA 33239-8570

TEL/FAX  
365

**PO1000066558**

26, 2

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Cometto USA, Inc.

300004456483--6  
-07/02/01--01098--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the above referenced company. A preliminary online search has indicated that the names are available.

Also enclosed is a check for \$ 78.75 to cover the costs of the filing fee and the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,

*Debora Mara Chemerinski/CRL*

Debora Mara Chemerinski

**FILED**  
01 JUL -2 PM 12: 20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Burch JUL 6 2001

**ARTICLES OF INCORPORATION OF  
COMETTO USA, INC.**

**FILED**  
01 JUL -2 PM 12: 20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I  
NAME**

The name of this corporation is COMETTO USA, INC.

**ARTICLE II  
PURPOSE**

This corporation is organized to do any and all lawful business.

**ARTICLE III  
CAPITAL STOCK**

This corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

**ARTICLE IV  
INITIAL REGISTERED AGENT**

The name of the initial registered agent of this corporation, together with the agent's address, is:  
Ana Rozental, 2030 N.E. 203 Street, Miami, Florida 33179

**ARTICLE V  
INITIAL MAILING ADDRESS**

The initial mailing address of this corporation is: 19390 Collins Avenue, Suite 701, Sunny Isles Beach, Florida 33160.

**ARTICLE VI  
BOARD OF DIRECTORS**

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director of the corporation and her address is:

Ricardo A. Montero  
19390 Collins Avenue, Suite 701  
Sunny Isles Beach, Florida 33160

**ARTICLE VII  
INCORPORATOR**

The name and address of the person signing these Articles is: Ricardo A. Montero, 19390 Collins Avenue, Suite 701, Sunny Isles Beach, Florida 33160

**ARTICLE VIII  
INDEMNIFICATION**

The corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

**ARTICLE XI  
BYLAWS**

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

**ARTICLE X  
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual and shall commence on the date the Incorporator signs these Articles, subject to filing with the Secretary of State.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 26 day of June, 2001.

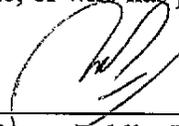
Incorporator

  
\_\_\_\_\_  
Ricardo A. Montero

STATE OF FLORIDA     )

COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me this 26 day of June, 2001, by Ricardo A. Montero who is personally known to me; or who has produced Driver License M 536-721-65017-D as identification and who did (~~did not~~) take an oath.

  
\_\_\_\_\_  
Notary Public, Florida

 Maria E Turkiettaub  
My Commission CC893678  
Expires December 08, 2003

**ACCEPTANCE BY REGISTERED AGENT**

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.

This acceptance is dated the 26 of June, 2001.

  
\_\_\_\_\_  
Ana Rozental