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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.

PACIFIC ENTERPRISE SOUTH AMERICA - USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION
OF
PACIFIC ENTERPRISE SOUTH AMERICA - USA, INC.

We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

"Pacific Enterprise South America - USA, Inc."

ARTICLE II - MAILING ADDRESS, REGISTERED OFFICE
AND
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Martin Davila
2331 Harding St.
Hollywood, Florida 33020

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares. The par value for each authorized share is \$0.10 (Ten cents of dollar).

The ownership of the shares of stock is as follows:

Name of Stockholder: Pacific Enterprise South America S.A.

Address of the Stockholder: Av. Prolg. Primavera #120, Of. C-6
C.C. Tambo de Monterrico
Urb. Chacarilla del Estanque
Santiago de Surco, Lima - PERU
SOUTH AMERICA.

Number of Shares: 100.

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ARTICLE IV - STOCKHOLDERS

1. PLACE OF MEETING

Meetings of stockholder(s) shall be held on the principal office of the corporation or at such place within or without the State of Florida, as the board shall authorize.

2. ANNUAL MEETING

The annual meeting of stockholder(s) shall be held on December, as the board shall call.

3. SPECIAL MEETINGS

The board may call special meetings of the stockholder(s) or by the President or at the request of stockholder(s) owning a majority of the stock entitled to vote as such meeting.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Augusto Santiago
155 South Miami Ave., Penthouse 1
Miami, Florida 33130

ARTICLE VI - DIRECTOR

The Corporation shall have one director. This director will have the title of "Executive-Director" of the corporation.

The Executive-Director manages the business in a daily basis manner, and reports to the Assembly of Stockholder(s), the President, Vice-President and Treasurer of the corporation.

Incorporation have appointed:

Martin Davila as Executive-Director.

Executive-Director represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and

affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by him.

ARTICLE VII - DESIGNATED OFFICERS

The Officers of the corporation are:

Martin Davila, President and Treasurer
Oscar Zamalloa Santisteban, Vice-President and Secretary

At any time, any designated officer represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

ARTICLE VIII - INCORPORATOR

The incorporator is Pacific Enterprise South America S.A. acting through its agent Mr. Martin Davila.

Martin Davila, Agent of Pacific Enterprise South America S.A.
2331 Harding St.
Hollywood, Florida 33020

Incorporator: _____


Pacific Enterprise South America S.A.
By Martin Davila, Agent.

Date: _____

06/12/01

ACKNOWLEDGEMENT: Having been named and appointed as registered agent and to accept service of process of the above stated corporation at the place

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designate 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.

Registered Agent:


Augusto Santiago

Date: 06/12/01

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