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**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. INVERSIONES FARINA USA, INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- ☒ Walk in    ☒ Pick up time 2:00    ☒ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*[Handwritten signature]*  
 7/31

Examiner's Initials

**ARTICLES OF INCORPORATION OF INVERSIONES FARINA USA, INC.**

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 this corporation is INVERSIONES FARINA USA, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The initial address of the principal office of this Corporation is 5635 SW 108 Court, Miami, Florida 33173 and the initial mailing address of this Corporation shall be 5635 SW 108 Court, Miami, Florida 33173.

**ARTICLE III - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IV - PURPOSE**

The primary purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and of the state of Florida.

**ARTICLE V - CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to issue is: 1000 (one thousand) and shall have no designated par value. Initial shares will be distributed in the following manner:

Inversiones Farina Hnos. C.A.	67 % of all shares
Francisco Farina	11 % of all shares
Antonio Farina	11 % of all shares
Stefano Farina	11% of all shares

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Notwithstanding, anything in these Articles of Incorporation, this Corporation is authorized to issue only one class of stock and such stock shall be designated as common stock.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this corporation is David Estrella, Esq., 3191 Coral Way, Suite 114, Miami, FL 33145, upon whom process in any action or proceeding against this Corporation may be served.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) initial Directors on the initial Board of Directors of this Corporation.

The initial Directors on the initial Board of Directors shall remain on the initial Board of Directors until the first election of the Board of Directors to be held in the manner and at the point in time prescribed by the bylaws adopted by this Corporation as amended from time to time. The number of directors may be increased or decreased from time to time on accordance with the bylaws adopted by this Corporation as amended from time to time. Notwithstanding anything in these Articles of Incorporation, the number of Directors on the Board of Directors shall never be less than one (1). The names of the initial Directors on the initial Board of Directors of this Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Francisco Farina	Director	Residencia Azteca, Piso 1, Apt. 3-A Calle Canonico Uzcategui Merida, Venezuela
Antonio Farina	Director	Urbanizacion La Pedregosa Calle #1, Casa 56 Merida, Venezuela

Stefano Farina

Director

Urbanizacion La Pedregosa  
Calle #1, Casa 56  
Merida, Venezuela

### **ARTICLE VIII - OFFICERS**

This Corporation shall have three initial offices and these offices shall be filled, as follows, until the first election of Officers to be held at the point in time prescribed by the bylaws adopted by this Corporation as amended from time to time:

President: Francisco Farina

Vice-president: Antonio Farina

Secretary: Stefano Farina

Additional offices may be created in accordance with the bylaws.

### **ARTICLE IX - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, to the full extent permitted by the law.

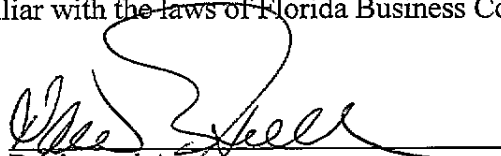
### **ARTICLE X - INCORPORATOR**

In order to incorporate this Corporation and in order to effectuate the governance in accordance with these Articles of Incorporation, the undersigned incorporators acknowledge the above provisions with their respective signatures:

Francisco Farina  
Incorporator

**WRITTEN ACKNOWLEDGEMENT OF REGISTERED AGENT**

I, David Estrella, Esquire, as the initial registered agent of this Corporation designated under Article VI of these Articles of Incorporation hereby acknowledge my duties as such registered agent and state that I am familiar with the laws of Florida Business Corporation Act.

  
Registered Agent

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