

**IMMIGRATION**  
LEGAL CENTER OF AMERICA, P.A.,  
*A Private Law Firm*

**P01000114690**

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MARK R. WEINER  
FLORIDA BOARD CERTIFIED AS A SPECIALIST  
IN IMMIGRATION AND NATIONALITY LAW

OF COUNSEL:  
WALTER MACEDO  
BRAZILIAN BAR

SAM KULIK  
CANADIAN BAR  
THOMAS LOOMES  
IRISH BAR

TERESA RODRIGUEZ  
VENEZUELAN BAR

REPLY TO: ☒ 1211 NORTH WESTSHORE BLVD.  
SUITE 505  
TAMPA, FLORIDA 33607  
(813) 286-2300  
FAX (813) 286-1900

☐ 413 CLEVELAND STREET  
CLEARWATER, FLORIDA 33755  
(727) 441-3014  
FAX (727) 442-0292

WWW.FORAVISUSA.COM

November 29, 2001

**EXPRESS MAIL**

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

800004701208--5  
-12/03/01--01011--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: Energy Control Systems U.S.A., Inc.**

Dear Sir/ Madam:

Enclosed is an original and a copy of the Articles of Incorporation of **Energy Control System U.S.A., Inc.**, as well as a firm check in the amount of Seventy Eight Dollars and seventy five cents (\$78.75).


Please be kind enough to expedite this matter, and return the certified copy of the Articles of Incorporation to this office at the above address.

In the meantime, should you have any questions, please do not hesitate to contact this office.

Thank you for your attention to this matter.

Sincerely yours,

IMMIGRATION LEGAL  
Center of America, P.A.

  
MARK R. WEINER  
Immigration Attorney

MRW/sp

01 NOV 30 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Birch DEC 5 2001

**FILED**

01 NOV 30 AM 8:18

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ENERGY CONTROL SYSTEMS U.S.A., INC.**

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

**ARTICLE ONE**

The name of this corporation shall be:

**ENERGY CONTROL SYSTEMS U.S.A., INC.**

**ARTICLE TWO**

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) Wholesale & retail sale of energy equipment in the State of Florida pursuant to the laws of Florida and the U.S.A.

(b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this

corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation; or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

(c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

### **ARTICLE THREE**

The term for which this corporation shall exist shall be perpetual.

### **ARTICLE FOUR**

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100,000 shares at a par value of \$.50 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders.

**ARTICLE FIVE**

The beginning capital of this corporation shall be \$50,000.00.

**ARTICLE SIX**

The corporation shall not have directors.

**ARTICLE SEVEN**

The street address in the State of Florida of the principal office of the corporation is:

675 NW 85 Court, Apt. #103  
Miami, FL. 33126-3869

**ARTICLE EIGHT**

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

<b>PRESIDENT:</b>	Octavio Casado Gonzalez No. UE493, Qta Ocsy, Calle 12 Urb. Las Villas, Lecherias Estado Anzoategui Venezuela
<b>SECRETARY:</b>	Benito Mario Spitaleri No. UE543, Qta. Giraluna, Av. 10 Urb. Las Villas, Lecherias Estado Anzoategui Venezuela

**VICE-PRESIDENT:** Cesar Octavio Casado Castaneda  
675 NW 85 Court, Apt. #103  
Miami, FL. 33126-3869

**TREASURER:** Roger Diaz  
11121 SW, 161 Place  
Miami, FL. 33196

#### **ARTICLE NINE**

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

Octavio Casado Gonzalez  
No. UE493, Qta Ocsy, Calle 12  
Urb. Las Villas, Lecherias  
Estado Anzoategui  
Venezuela

#### **ARTICLE TEN**

The registered agent and registered office of this corporation shall be:

Cesar Octavio Casado Castaneda  
675 NW 85 Court, Apt. #103  
Miami, FL. 33126-3869

#### **ARTICLE ELEVEN**

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 27 day of November, 2001.




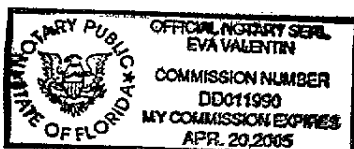
Octavio Casado Gonzalez  
No. UE493, Qta Ocsy, Calle 12  
Urb. Las Villas, Lecherias  
Estado Anzoategui  
Venezuela

State of Florida  
County of Hillsborough

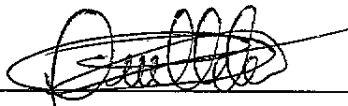
I HEREBY CERTIFY that on this day before me, a Notary Public authorized in Florida aforesaid to take acknowledgments, personally appeared OCTAVIO CASADO GONZALEZ, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 27 day of November 2001.

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, Cesar Octavio Casado Castaneda, hereby accept designation as Resident Agent on this 27 day of November, 2001.



Cesar Octavio Casado Castaneda  
675 NW 85 Court, Apt. #103  
Miami, FL. 33126-3869

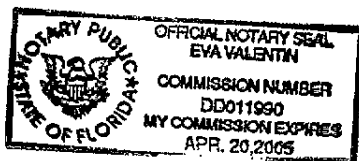
State of Florida  
County of Hillsborough

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in Florida aforesaid to take acknowledgments, personally appeared Cesar O. Casado Gonzalez, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 27 day of November 2001.



NOTARY PUBLIC  
MY COMMISSION EXPIRES:



FILED  
01 NOV 30 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA