

OFFICE USE ONLY DOCUMENT #

**PAID 115763**

**LAZARUS CORPORATE FILING SERVICE**

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

- 1. REFCON, 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

**FILED**  
 01 DEC - 9 11:30:07 RECEIVED  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA NOV 29 AM 11:48  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

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

*W01-27203*

600004698406--2  
-11/29/01--01026--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 29, 2001

LAZARUS

MIAMI, FL

SUBJECT: REFCON, INC.  
Ref. Number: W01000027203

We have received your document for REFCON, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Corporate Specialist  
New Filings Section

Letter Number: 301A00063393

RECEIVED  
01 DEC - 6 PM 2:54  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

Refcon USA, Inc.

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES AND FILES THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

Refcon USA, Inc.

ARTICLE II

THE STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE: **18496 N.W. 22<sup>ND</sup> Street**  
**Pembroke Pines, Fl 33029**

ARTICLE III

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE, COMMENCING WITH THE DATE OF FILING OF THESE ARTICLES.

ARTICLE IV

THE GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED BY THIS CORPORATION SHALL BE **Construction Management** AND FURTHER:

- 1) TO ENGAGE IN ANY AND ALL LAWFUL BUSINESSES, TRADES, OCCUPATIONS AND PROFESSIONS.
- 2) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS AND EXECUTE SUCH MORTGAGE TRANSFERS TO CORPORATE PROPERTY OR OTHER INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS MAY BE REQUIRED.
- 3) TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATIONS AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.
- 4) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS AND AGREEMENTS OF EVERY KIND AND EVERY LAWFUL PURPOSE WITHOUT LIMIT AS TO AMOUNT WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, AND TO TRANSACT ANY FURTHER AND OTHER BUSINESS NECESSARILY CONNECTED WITH THE PURPOSE OF THIS CORPORATION TO CALCULATE TO FACILITATE SAME.
- 5) TO CARRY ON ANY OR ALL OF ITS OPERATIONS AND BUSINESSES, AND TO PROMOTE ITS PURPOSES WITHIN THE STATE OF FLORIDA OR ELSEWHERE, WITHOUT RESTRICTION AS TO PLACE OR AMOUNT; AND TO USE, EXERCISE AND ENJOY ALL OF THE GENERAL POWERS OF LIKE CORPORATIONS.

FILED  
01 DEC - 9  
PM 3:07  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

6) TO DO ANY OR ALL OF THE THINGS HEREIN SET FORTH TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD AS PRINCIPALS, AGENTS, CONTRACTORS OR OTHERWISE, ALONE, OR IN COMPANY WITH OTHERS, AND TO DO AND PERFORM ALL SUCH OTHER THINGS AND ACTS AS MAY BE NECESSARY, PROFITABLE OR EXPEDIENT IN CARRYING ON ANY OTHER BUSINESS OR ACTS ABOVE NAMED.

7) TO DO ALL THINGS ENUMERATED, SET FORTH AND AUTHORIZED BY THE STATE OF FLORIDA.

#### ARTICLE V

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE AS FOLLOWS :  
**100 SHARES** AT ONE DOLLAR ( \$ 1.00 ) PAR VALUE. THE ENTIRE VOTING POWER OF THE CORPORATION SHALL BE VESTED IN THE COMMON STOCKHOLDERS, AND EACH SHARE OF COMMON STOCK SHALL BE ENTITLED TO ONE VOTE, AS SHALL BE MORE FULLY SET FORTH AND DETERMINED IN THE BY-LAWS OF THIS CORPORATION. OTHER RIGHTS AND INTERESTS ACCRUING TO EACH SHARE OF COMMON STOCK WHICH ARE NOT CONTAINED IN THESE ARTICLES OF INCORPORATION SHALL BE MORE FULLY DETERMINED AND SET FORTH IN THE BY-LAWS.

#### ARTICLE VI

EVERY SHARE HOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THERE OF ( AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES ) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

#### ARTICLE VII

THIS CORPORATION SHALL HAVE **ONE DIRECTOR** INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN ONE. THE NAME OF THE INITIAL DIRECTOR IS:

**Roberto E. Fernandez**

ARTICLE VIII

THE NAME OF THE OFFICER OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL A SUCCESSOR IS CHOSEN IS:

NAME OFFICE HELD

**Roberto E. Fernandez**

**Pres./V.P/Secretary/Treas.**

ARTICLE IX

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS :

**18496 N.W. 22<sup>nd</sup> Street  
Pembroke Pines, Fl 33029**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: **Roberto E. Fernandez**

I HEREBY ACCEPT MY APPOINTMENT AS REGISTERED AGENT.

  
\_\_\_\_\_  
**Roberto E. Fernandez**

ARTICLE X

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS :

**Roberto E. Fernandez  
18496 N.W. 22<sup>nd</sup> Street  
Pembroke Pines, Fl 33029**

  
\_\_\_\_\_  
**Roberto E. Fernandez**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

01 DEC -6 PM 3:07

**FILED**