

PO1000122090

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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-12/26/01--01027--014
*****78.75 *****78.75

Subject: "SEERWAY-USA GROUP, CORP."

Enclosed are an original and one copy of the articles of incorporation and check for:

\$70.00	Filing Fee.
\$78.75	Filing Fee & Certificate of Status.
\$78.75	Filing Fee & Certified Copy.
\$87.50	Filing Fee, Certified Copy & Certificate of Status.

FILED
01 DEC 26 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X 

DIETHER DAVOR ZAMOLO
1301 NE Miami Garden Dr., Ste.611-W
North Miami Beach, FL. 33179.

g12/31

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

Article I – NAME.

The name of the corporation shall be:

“SEERWAY-USA GROUP, CORP.”

Article II – PRINCIPAL OFFICE.

The principal place of business/mailing address is:

**1301 NE Miami Garden Dr., Suite 611-W
North Miami Beach, FL. 33179.**

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Article III – PURPOSE.

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

Article IV – SHARES.

The corporation is authorized to issued **ONE THOUSDAND (1,000)** shares of **ONE DOLLARS (\$1.00)** par value Common Stock, which shall be designated “Common Shares”.

ARTICLE V – INITIAL OFFICERS/DIRECTORS.

This corporation shall have **THREE (3)** directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than **ONE (1)**. The names and addresses of the initial director(s) of corporation are as follow:

EDUARDO ALFREDO BURGOS, (President).
4041 Collins Ave., Suite #O-6
Miami Beach, FL. 33140

DIETHER DAVOR ZAMOLO, (Vice-President).
1301 NE Miami Garden Dr., Suite 611-W
North Miami Beach, FL. 33179.

ROXANA INES STUTZ-CAPDEVIELLE, (Treasury).
1301 NW Miami Garden Dr., Suite 611-W
North Miami Beach, FL. 33179.

ARTICLE VI – REGISTERED AGENT.

The name and street address of the initial Registered Agent of this corporation is:

DIETHER DAVOR ZAMOLO
1301 NE Miami Garden Dr., Suite 611-W
North Miami Beach, FL. 33179.

ARTICLE VII – INCORPORATORS.

The names and address of the person(s) signing these articles of incorporation are as follows:

EDUARDO ALFREDO BURGOS, (with 500 shares).
4041 Collins Ave., Suite O-6.
Miami Beach, FL. 33140.

DIETHER DAVOR ZAMOLO, (with 250 shares).
1301 NE Miami Garden Dr., Suite 611-W.
North Miami Beach, FL. 33179.

ROXANA INES STUTZ-CAPDEVIELLE, (with 250 shares).
1301 NE Miami Garden Dr., Suite 611-W.
North Miami Beach, FL. 33179.

WITNESS WHEREOF, the undersigned subscriber(s) have execute these articles of incorporation these 10 of December of 2001,

Eduardo Alfredo Burgos:
(SSN: 647-60-7955)

x.....

Diether Davor Zamolo:
(SSN: 647-60-9403)

x.....

Roxana Ines Stutz-Capdevielle:
(ITIN: 915-76-6713)

x.....

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD }


Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:

**Eduardo Alfredo Burgos,
Diether Davor Zamolo, and
Roxana Ines Stutz-Capdevielle.**

Known to me, and known to be the person(s) who executed the foregoing articles of incorporation, and who knowledge before me that has executed these articles of incorporation named "Seerway-USA Group, Corp."

WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid this 20 days of December of 2001.

(Notary Public)

 Juan Jesus Joo
My Commission CC929684
Expires April 20, 2004

CERTIFICATE AND ACKNOWLEDGMENT
REGISTERED AGENT
OF

"SEERWAY-USA GROUP, CORP."

Pursuant to Florida Statutes Sections 48.901 and 607.034, the following is submitted:

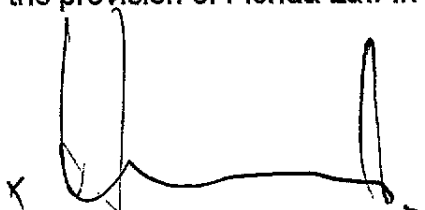
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the articles of incorporation, has named:

DIETHER DAVOR ZAMOLO
1301 NE MIAMI GARDEN DR., SUITE 611-W
NORTH MIAMI BEACH, FL. 33179.

Located at the aforesaid address, as its Registered Agent to accept service of process within this state.

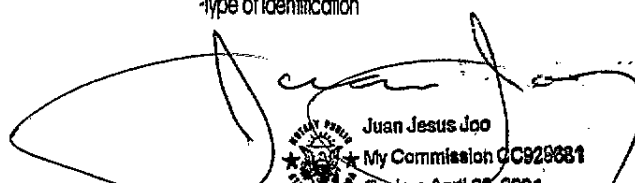
ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of Florida Law in keeping open said office.


DIETHER DAVOR ZAMOLO
SSN: 647-60-9403

FILED
01 DEC 26 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA * COUNTY OF BROWARD
The foregoing instrument was acknowledged and subscribed
before me on this date **DEC 20 2001**
By DIETHER D. ZAMOLO
Type of identification


Juan Jesus Joo
My Commission CC929681
Expires April 26, 2004