

# PO200000 30068

## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

### ROCA USA., INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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2002 MAR 19 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**Roca USA., INC.**

The undersigned for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

**Article I**

**NAME**

The name of the corporation is Roca USA., Inc. and the principal address shall be 13780 S.W. 56 th Street, Miami, Florida 33175.

**Article II**

**DURATION**

The corporation shall exist perpetually. Corporate existence shall commence upon filing to the Department of State.

**Article III**

**NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**Article IV**

**CAPITAL STOCK**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) per value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

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## Article V

**INITIAL REGISTERED OFFICE AND AGENT**

The street of the initial registered office of this corporation is 13780 S.W. 56th Street, Miami, Florida 33175 and the name of the initial registered agent of this corporation is **JOSE BEIRUTI**.

## Article VI

**DIRECTORS**

(a) Number. This corporation shall have **THREE (3)** directors initially. The number of directors may have increased or diminished from time to time be the by-laws.

(b) Initial Director. The name and street of the directors of the corporation are:

**NAME****ADDRESS**

Name : **JOSE BEIRUTI**  
Position : **President**

Address : **13780 S.W. 56th Street**  
**Miami, Florida 33175**

**ELIAS BEIROUTI**  
Position : **Vice-President**

Address : **13780 S.W. 56th Street**  
**Miami, Florida 33175**

**ANTONIO BEIROUTI**  
Position : **Director**

Address : **13780 S.W. 56th Street**  
**Miami, Florida 33175**

(c) Compensation. The board of directors hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any other form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

The directors shall adopt the initial bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

**INCORPORATOR**

William J. Sanchez, Esq.  
10621 N. Kendall Drive., Suite 211  
Miami, Florida 33176

Article IX

**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 18th day of March 18, 2002.

  
\_\_\_\_\_  
William J. Sanchez

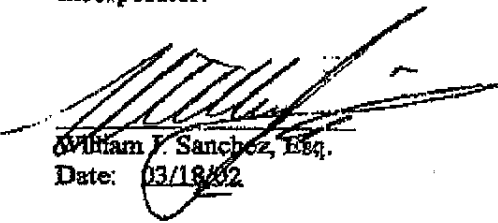
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 48, 901, Florida Statutes, the following is submitted. **Roca USA., Inc.** organizes or qualifies under the laws of the State of Florida, with its principal place of business 13780 S.W. 56th Street, Miami, Florida 33175 has named **JOSE BEIRUTI**, located at 13780 S.W. 56th Street, Miami, Florida 33175 as its agent and accept service of process within Florida.

Incorporator:



William J. Sanchez, Esq.  
Date: 03/18/02

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JOSE BEIRUTI (Registered Agent)

Date: 03/18/02

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