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FILED
02 MAY -1 PM 7:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 11, 2002

TRANSMITTAL LETTER

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

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-05/01/02--01059--008
*****87.50 *****87.50

SUBJECT: RMI USA Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Mr. Leonardo J. Pinto
Name (Printed or typed)

1756 N. Bayshore Drive, #12J
Address

Miami, Florida 33132
City, State & Zip

(35) 442-3425
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

08.5/6 ✓

ARTICLES OF INCORPORATION

OF

RMI USA INC.

ARTICLE I

The name of the corporation is **RMI USA INC.** (hereinafter called the "Corporation").

ARTICLE II

The initial address of the principal office and the mailing address of the Corporation is 1756 N. Bayshore Drive, #12J, Miami, Florida 33132.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1756 N. Bayshore Drive, #12J, Miami, Florida 33132, and the name of its initial registered agent at such office is Mr. Leonardo J. Pinto.

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ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1) and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until a successor is duly elected and qualified is:

Leonardo J. Pinto
1756 N. Bayshore Drive, #12J
Miami, Florida 33132

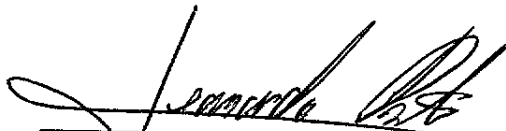
ARTICLE VII

The name of the Incorporator is Leonardo J. Pinto and the address of the Incorporator is 1756 N. Bayshore Drive, #12J, Miami, Florida 33132.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11 day of April, 2002.

A handwritten signature in black ink, appearing to read 'Leonardo J. Pinto', is written over a horizontal line.

Leonardo J. Pinto
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **RMI USA INC.** hereby accepts such designation and is familiar with, and accepts, the obligations of such position as provided in Florida Statutes §607.0505.

Leonardo J. Pinto



Registered Agent

Dated: April 11, 2002

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