

OFFICE USE ONLY DOCUMENT #

## LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

900005506059--5  
-05/13/02-01044-016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. ODEPAL INTERNATIONAL, 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

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

Examiner's Initials

02 MAY 13 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

RECEIVED  
02 MAY 13 AM 11:09

ARTICLES OF INCORPORATION  
OF  
ODEPAL International, Inc.

**FILED**  
02 MAY 13 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I  
IDENTIFICATION

The name of this corporation shall be ODEPAL International, Inc.

ARTICLE II  
DURATION

This corporation shall have perpetual existence, which shall commence on the date of the filing of these Articles with the Secretary of State.

ARTICLE III  
PURPOSES

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

#### ARTICLE IV

##### AUTHORIZED SHARES

The capital stock of this corporation shall consist of -500- shares of Common Stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. Upon dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

#### ARTICLE V

##### REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and the principal office is Gonzalo Briz, 16383 S.W. 97 St., Miami, FL 33196, with mailing address at P. O. Box 143273, Coral Gables, FL 33114-3273.

#### ARTICLE VI

##### DIRECTORS

1. The corporation shall have at least two directors, but the Bylaws may provide for the increase or decrease in the number of directors, provided that the number of Directors shall never be less than two.

2. The corporation shall initially have two director(s). The name and address of the initial director(s) are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Guillermo F. Catalan	16383 S.W. 97 St., Miami, FL
Gonzalo Briz	16383 S.W. 97 St., Miami, FL

#### ARTICLE VII

##### INCORPORATOR

The name and address of the Incorporator(s) of these Articles of Incorporation is as follows:

Gonzalo Briz  
16383 S.W. 97 St.  
Miami, FL 33196

#### ARTICLE VIII

##### ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

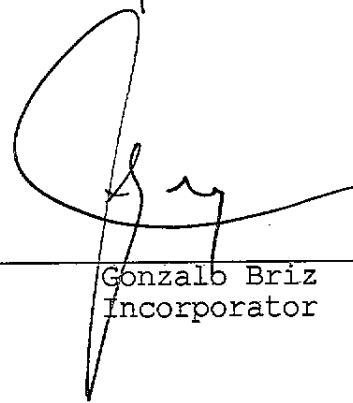
2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.

This corporation shall indemnify any officer, counsel or director, and any former officer, counsel or director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida for the uses and purposes aforesaid, this 10<sup>th</sup> day of May, 2002.

A handwritten signature in black ink, appearing to read 'Gonzalo Briz', is written over a horizontal line.

Gonzalo Briz  
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 607, Florida Statutes, the following is  
submitted in compliance with said Chapter:

ODEPAL International, Inc. desiring to organize under the laws of  
the State of Florida has designated Gonzalo Briz with  
offices at 16383 S.W. 97 St., Miami, FL 33196, with mailing address  
at P. O. Box 143273, Coral Gables, FL 33114-3273 as its registered  
agent to accept service of process within this state, as indicated  
in the foregoing Articles of Incorporation.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity and I agree to comply with  
the provisions of Chapter 607 of the Florida Statutes keeping open  
said office.—

Date: 05-10-02

By

Gonzalo Briz  
Registered Agent

FILED  
02 MAY 13 PM 12:04  
TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE