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**LAZARUS CORPORATE FILING SERVICE**

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-05/17/02--01059-022  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. SIAGPEL, INC. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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DIVISION OF CORPORATIONS

- 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               |

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TALLAHASSEE FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION**

**ARTICLE ONE**

**NAME**

The name of this corporation shall be:

**SIAGPEL, INC.**

**ARTICLE TWO**

This Corporation may engage in any activity of business permitted under the laws of the United States of American and the laws of the State of Florida.

**ARTICLE THREE**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

**The date of the incorporation**

**ARTICLE FOUR**

**MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than SIX HUNDRED DOLLARS [\$600.00], or such greater amount as may be required by law.

**ARTICLE FIVE**

**NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one director who is a resident of the United States of America. The stockholders of this Corporation may, from time to time, and at any time increase or diminish the size of the Board of Directors of this Corporation; provided that the Corporation shall at all times have a minimum of one Director.

The name and address (es) of the initial Director (s) of this Corporation is/are:

| <b>NAME</b>         | <b>OFFICE</b>              | <b>ADDRESS</b>                                 |
|---------------------|----------------------------|--|
| Carlos A. Benincasa | President & Secretary      | 726 SW 99 Court Circle<br>Miami, Florida 33174 |
| Silvia Verdomar     | Vice President & Treasurer | 726 SW 99 Court Circle<br>Miami, Florida 33174 |
| Eduardo Cifuentes   | Vice President             | 9415 SW 18 Terrace<br>Miami, Florida 33165     |

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ARTICLE SIX

**CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes, whose term of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

**AMENDMENTS**

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

**CAPITAL STOCK**

This Corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this Corporation shall be known as Common Stock
- B. Authorized. The maximum number of shares of Common Stock that this Corporation may issue is:

**1,000 shares**

- C. Par Value. Each shares of Common Stock shall have a par value of:

**\$1.00 per share**

- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, And labor or in the absence of fraud in the transaction; the judgment of the Board of Directors and to the value of any such consideration shall be conclusive.
- E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration, which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Cumulative Voting. No holder of Common Stock shall be entitling to any right of cumulative voting.
- G. Dividends. Record holders of Common Stock are entitled to receive their pro-rte share of any dividends that may be declared by the Board of Directors or of assets legally available for such purpose.
- H. Liquidation Rights. Record holders of Common Stock are entitled in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

## ARTICLE NINE

### INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents, or former directors, officers, employees or agents, or any person who may have served at its request as a Director, Officer, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprise in which its own shares of capital stock or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or any be threatened to be made a party by reason of his alleged acts or omission while being or having been such Director, Officer, Employee or Agent, provided, it shall be determined by a final determination thereof on the merits that such, Director, Officer, Employee or Agent his duties or provided that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, Employee or Agent had not, in any substantial way, been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons, to whom the question may be referred by the Board of Directors. The foregoing rights to indemnification shall not be exclusive of any other rights to which any Director, Officer, Employee or Agent may be entitled as a matter of law or which may be lawfully granted to him/her.

## ARTICLE TEN

### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, not shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's Common Stock entitled to vote at the time of the proposal of any occurrence. For each occurrence, the required percentage shall be as follows:

- A. Amendments of these Articles of Incorporation.

Required percentage: 51%

- B. Sales, Lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation

Required percentage: 100%

- C. Merge or consolidation of this Corporation into or with any other corporation.

Required percentage: 100%

- D. Voluntary dissolution of this Corporation.

Required percentage: 100%

## ARTICLE ELEVEN

### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or 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 this pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE TWELVE

PERCENTAGE OF SHARES

The name (s) and address (es) of each shareholder to the Articles of Incorporation and the number of shares which each of them agrees to take is/are as follows:

| Name                | Address  | Percentage | No. of Shares |
|---------------------|--|------------|---------------|
| Carlos A. Benincasa | 726 SW 99 Court Circle<br>Miami, Florida 33174 | 49%        | 294           |
| Silvia Verdomar     | 726 SW 99 Court Circle<br>Miami, Florida 33174 | 49%        | 294           |
| Eduardo Cifuentes   | 9415 SW 18 Terrace<br>Miami, Florida 33165     | 2%         | 12            |

SUBSCRIBERS, INITIAL DIRECTORS AND INITIAL PRINCIPAL OFFICE

The undersigned individual (s), competent to contract, execute (s) these Articles of Incorporation as their subscribers, and initial directors. The undersigned individual (s) shall hold office as director (s) until their successor (s) have qualified, following their election or appointment. The initial street address in the State of Florida of the principal office of this Corporation shall be:

726 SW 99 Court Circle, Miami, Florida 33174

The Corporation may change its principal office at any time.

SUBSCRIBER (S) / DIRECTOR (S)

|                     |  |
|---------------------|--|
| Carlos A. Benincasa | 726 SW 99 Court Circle, Miami, Fl. 33174 |
| Silvia Verdomar     | 726 SW 99 Court Circle, Miami, Fl. 33174 |
| Eduardo Cifuentes   | 9415 SW 18 Terrace, Miami, Fl. 33165     |

In witness whereof, the undersigned subscriber (s) do make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

At Miami, Florida on the 14<sup>th</sup> day of May, 2002

Carlos A. Benincasa, President & Secretary

Silvia Verdomar, Vice President & Treasurer

Eduardo Cifuentes, Vice President

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT / REGISTERED OFFICE**

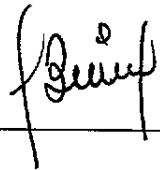
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office, in the State of Florida.

1. The name of the corporation is:

**SIAGPEL, INC.**

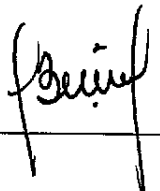
2. The name of the register agent and office is:

Carlos A. Benincasa  
726 SW 99 Court Circle  
Miami, Florida 33174

Signature  President

Date: 14<sup>th</sup>. day of May 2002

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the performance of my duties and I am familiar with and accept the obligation of my position as Registered Agent.

Signature  Registered Agent

Date: 14<sup>th</sup>. day of May 2002

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