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EXPRESS CORPORATE FILING SERVICE INC.
1000 PONCE DE LEON BLVD. STE: 101
(Address)
CORAL GABLES, FL 33134 305-444-4994
(City, State, Zip) (Phone #)

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-05/29/02--01028--017
*****78.75 *****78.75

OFFICE USE ONLY

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

1. HERALPIN USA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☒ Pick up time ☒ 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

FILED
02 MAY 29 AM 11:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
02 MAY 29 AM 10:55
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

ARTICLE I, NAME

The name of this corporation is **Heralpin USA, Inc.**

ARTICLE II, NATURE OF BUSINESS

Heralpin USA, Inc. is organized for the purpose of transacting any lawful business for which corporations may be formed in Florida.

ARTICLE III, TERM OF EXISTENCE

The duration of **Heralpin USA, Inc.** is perpetual.

ARTICLE IV, CAPITAL STOCK

Heralpin USA, Inc. is authorized to issue 1,000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V, ADDRESS

The principle address of **Heralpin USA, Inc.** is:

6995 NW 82nd Ave Bay 43
Miami, Fl 33178

and the name of the initial registered agent of this corporation at this address is

Jose Rafael Betancourt
6995 NW 82nd Ave Bay 43
Miami, Fl 33166

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02 MAY 29 AM 11:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI, INITIAL DIRECTORS

Heralpin USA, Inc. shall have two (2) directors, and the number of directors may be changed as provided in the bylaws, but shall never be less than one. The name and address of the initial director is:

Jose Rafael Betancourt
6995 NW 82nd Ave Bay 43
Miami, Fl 33166

President/Secretary
Director

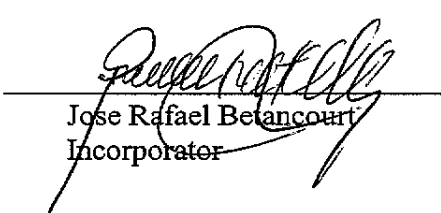
Heralpin C.A.
Ave Libertador Centro Comercial Fiorca
Piso 1 oficina 11
Maturin Monagas, Venezuela

Director

ARTICLE VII, INCORPORATOR

The name and address of the incorporator of this corporation is:

Jose Rafael Betancourt
6995 NW 82nd Ave Bay 43
Miami, Fl 33166



Jose Rafael Betancourt
Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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 office/registered agent, in the state of Florida.

1. The name of the corporation is: **Heralpin USA, Inc.**

2. The name and address of the registered agent and office is:

Jose Rafael Betancourt

6995 NW 82nd Ave Bay 43

Miami, Fl 33166

SIGNATURE

TITLE President

DATE May 24, 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 THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE May 24, 2002

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA