

P.02000065892

Division of Corporations

http://cofsa.dos.state.fl.us/scripts/efilecovr.exe

FILED

02 JUN 13 AM 8:10

SECRET
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000152455 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

ACRITER GROUP INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

H02000152455

FILED

02 JUN 13 AM 8:10

SECRET
TALLAHASSEE, FLORIDA

(6)

ARTICLES OF INCORPORATION
OF
ACRITER GROUP INC.

ARTICLE I
NAME

The name of this corporation is ACRITER GROUP INC.

ARTICLE II
TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III
PERMITTED ACTIVITY

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

This instrument prepared by:
FREDMAN, BOTTENBERG, HUBER & ROYNS, LLP
MARGO E. ROYNS
Florida Bar No.: 940413
230 Brickell Key Drive, Suite 2-205
Miami, Florida 33132
Telephone: (305) 274-2000

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (2,000) shares of voting common stock with \$0.01 par value per share.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The initial registered office of the corporation and initial place of business is 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131. The initial Registered Agent is Transglobal Corporate Administration, Inc., a Florida company.

ARTICLE VII
DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of

shareholders or until his successor is elected and qualified shall be: Maria Marta Sucari, Gustavo Prillo, Gustavo Jose Dipeda.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is: Marco E. Rojas, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a

proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of June, 2002.

TRANSGLOBAL CORPORATE ADMINISTRATION,
a Florida Corporation

By: MARCO E. ROJAS

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared MARCO E. ROJAS, as representative for Transglobal Corporate Administration, Inc., who is personally known to me or who has produced _____ for identification and who is known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me according to law, that he made and subscribed the same for the purposes mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 13th day of June, 2002.

Ana C. Guerrero
Notary Public

My Commission Expires:



ANA C. GUERRERO
MY COMMISSION # 00057291 EXPIRES
JULY 29, 2003
BONDED (BY PROSPAN ASSURANCE, INC.)

HD 4000152455

FILED

02 JUN 13 AM 8:11

SECRET STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 507.0901, 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: ACRITER GROUP INC.
2. The name and address of the Registered agent and office is: Transglobal Corporate Administration, Inc., 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

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 agreed to act in this capacity. I further agree to comply with the provisions 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:

TRANSGLOBAL CORPORATE ADMINISTRATION, INC.,
a Florida Corporation


By: Marco E. Rojas

Date:

June 13th, 2002

F:\DATA\MP1\CORP\FLCORP\CORPDOC\ARTICLES.DOC

5

H02000152455