

# P020000070203

LAW OFFICES

JOEL A. SAVITT

PROFESSIONAL ASSOCIATION

SUITE 506 • 20801 BISCAYNE BOULEVARD  
AVENTURA, FLORIDA 33180-1430

JOEL A. SAVITT  
OF COUNSEL  
SUSAN L. ALSPECTOR  
ALAN B. GEST

TELEPHONE (305) 936-8844  
FAX (305) 936-1804

EFFECTIVE DATE  
6/25/02

June 21, 2002

800005967028-3  
-06/25/02--01015--005--  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

New Filings Section  
Florida Department of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Archibella USA, Inc.  
Our File No. 02-073

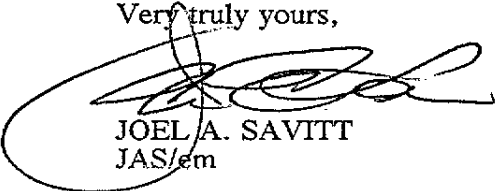
FILED  
02 JUN 26 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "Archibella USA, Inc." together with my Trust Account check in the amount of \$78.75.

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Very truly yours,

  
JOEL A. SAVITT  
JAS/em

Enclosures as stated

VI  
6/26/02

**EFFECTIVE DATE**  
6/25/02

**ARTICLES OF INCORPORATION**

**FILED**

OF

02 JUN 26 AM 8:34

**ARCHIBELLA USA, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of this corporation is ARCHIBELLA USA, INC.

**ARTICLE II**  
**BUSINESS ADDRESS**

The business address of this corporation is:

16343 N.W.12th Street.  
Pembroke Pines, FL 33028

**ARTICLE III**  
**DURATION**

This corporation shall have perpetual existence beginning on June 25, 2002.

**ARTICLE IV**  
**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE V**  
**CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

**ARTICLE VI**  
**VOTING RIGHTS**

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

**ARTICLE VII**  
**PREEMPTIVE RIGHTS**

There shall be no preemptive rights in any stock herein issued or hereafter issued.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 16343 N.W. 12<sup>th</sup> Street, Pembroke Pines, FL 33028, and the name of the initial registered agent of this corporation at that address is Jacques Sainvilier.

**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The names and addresses of the initial directors of this corporation are:

Jacques Sainvilier  
175 N.E. 134<sup>th</sup> Street  
North Miami, Florida 33161

President

Marie Oslyne Gaston  
175 N.E. 134<sup>th</sup> Street  
North Miami, Florida 33161

Vice-President

**ARTICLE X**  
**INCORPORATORS**

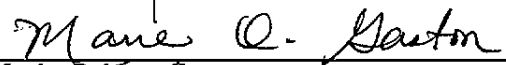
The names and addresses of the Incorporators are:

Jacques Sainvilier  
175 N.E. 134<sup>th</sup> Street  
North Miami, Florida 33161

Marie Oslyne Gaston  
175 N.E. 134<sup>th</sup> Street  
North Miami, Florida 33161

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 21st day of June, 2002.

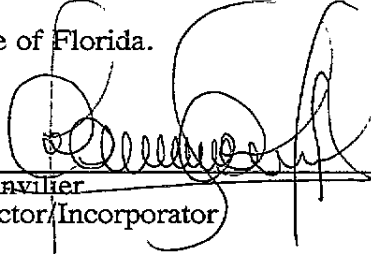
  
\_\_\_\_\_  
Jacques Sainvilier  
Initial Director/Incorporator

  
\_\_\_\_\_  
Marie Oslyne Gaston  
Initial Director/Incorporator

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

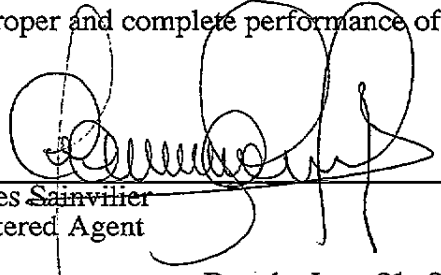
That Archibella USA, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 16343 N.W. 12<sup>th</sup> Street, Pembroke Pines, Florida 33028, has named Jacques Sainvilier, located at 175 N.E.134<sup>th</sup> Street, North Miami, Florida 33161, as its agent to accept service of process within the State of Florida.

  
\_\_\_\_\_  
Jacques Sainvilier  
Initial Director/Incorporator

  
\_\_\_\_\_  
Marie Oslyne Gaston  
Initial Director/Incorporator

Dated: June 21, 2002

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Jacques Sainvilier  
Registered Agent

Dated: June 21, 2002