

# PD20000093960

TRANSMITTAL LETTER

August 6, 2002

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
02 AUG 28 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

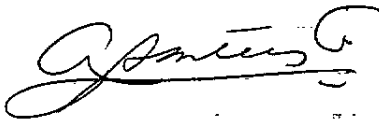
200007377812--6  
-08/28/02--01008--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: FOTO LENNON - USA, CORP.

Dear Sir or Madam:

Enclosed please find two originals of articles of incorporation and a check in the amount of \$78.75 for filing fee and Certificate.

Thank you,



Augusto Santiago  
For Julio A. Orozco, Agent of "Foto Lennon Laboratorios EIRL", a Peruvian Corporation.

Mailing Address:  
Augusto Santiago  
c/o Law Firm of James P. Gagel, P. A.  
9737 NW 41 St.  
B-131  
Miami, Florida 33178-2924  
Tel. (305) 373-2224 x 300  
Fax (305) 373-2228

6218  
8/29

FILED  
02 AUG 28 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**FOTO LENNON – USA, CORP.**

We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I – NAME**

The name of the corporation shall be **"FOTO LENNON – USA, CORP."**

**ARTICLE II – MAILING ADDRESS, REGISTERED OFFICE**  
**AND**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

c/o Augusto Santiago  
155 South Miami Ave., Penthouse 1-B  
Miami, Florida 33130

**ARTICLE III – SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares. The par value for each authorized share is \$0.10 (Ten cents of dollar).

The ownership of the shares of stock is as follows:

<b><u>Name of Stockholder</u></b>	<b><u>Address of Stockholder</u></b>	<b><u>Number of Shares</u></b>
-----------------------------------	--------------------------------------	--------------------------------

Foto Lennon Laboratorios EIRL		100%
-------------------------------	--	------

Total ..... 100%

## **ARTICLE IV – STOCKHOLDERS**

### **1. PLACE OF MEETING:**

Meetings of stockholder(s) shall be held on the principal office of the corporation or at such place within or without the State of Florida, as the board shall authorize.

### **2. ANNUAL MEETING:**

The annual meeting of stockholder(s) shall be held on December, as the board shall call.

### **3. SPECIAL MEETINGS:**

The board may call special meetings of the stockholder(s) or by the President or at the request of stockholder(s) owning a majority of the stock entitled to vote as such meeting.

## **ARTICLE V – INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Augusto Santiago  
155 South Miami Ave., Penthouse 1-B  
Miami, Florida 33130

## **ARTICLE VI – DIRECTOR**

The Corporation shall have one director. This director will have the title of "Executive-Director" of the corporation.

The Executive-Director manages the business in a daily basis manner, and reports to the Assembly of Stockholder(s), the President, Vice-President and Treasurer of the corporation.

Incorporation(s) have appointed:

Julio Abel Orozco-Bermudez, as Executive-Director

Executive-Director, represent the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them; that is, the Executive-Director.

#### **ARTICLE VII – DESIGNATED OFFICERS**

The Officer(s) of the corporation is (are):

Julio Abel Orozco-Bermudez, President, Vice-President, Treasurer,  
Secretary

At any time, any designated officer represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

#### **ARTICLE VIII – INCORPORATOR(S)**

The name(s) and address(es) of the incorporator(s) to this Articles of Incorporation is (are):

**Name**

**Address**

Augusto Santiago

155 S. Miami Ave., PH-1B  
Miami, FL 33130

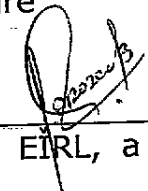
Julio Abel Orozco-Bermudez

c/o Augusto F. Santiago  
155 S. Miami Ave., PH-1B  
Miami, FL 33130

FILED  
02 AUG 28 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Augusto Santiago:  
Incorporator

  
Signature

Julio Abel Orozco-Bermudez:   
Agent of Foto Lennon Laboratorios EIRL, a Peruvian Corporation -  
100% Owner.

**ACKNOWLEDGEMENT:** Having been named and appointed as registered agent and to accept service of process of the above stated corporation at the place designate 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 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.

Registered Agent:

  
Augusto Santiago

Date:

08/05/02