

# CAPITAL CONNECTION, INC.

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Fenaco USA, Inc.

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02 OCT -3 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
✓ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
✓ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

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Signature \_\_\_\_\_

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**FENALCO U.S.A., INC.**  
**ARTICLES OF INCORPORATION**

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**BY THESE ARTICLES OF INCORPORATION** the undersigned incorporator forms a corporation not for profit under Florida law.

**ARTICLE I. NAME.** The name of the corporation shall be FENALCO U.S.A., Inc.

**ARTICLE II. PRINCIPAL OFFICE.** The principal place of business and mailing address of this corporation is 1101 Brickell Avenue, Suite 1100, Miami, Florida 33131.

**ARTICLE III. PURPOSE.**

**A. The purposes for which this corporation is organized are the following:**

1. To provide assistance to foreign, and in particular Colombian, businesses and business persons doing business in the United States, such assistance to be furnished in the form of information conveyed by means of publications in all forms of media including print media, electronic media and the internet; individual consultations in person and by electronic means; organization of seminars, conventions and round tables; and maintenance of a web site.

2. To further the interests of the businesses and business persons who are members of the corporation as international entrepreneurs involved in commerce between the United States and countries in Central and South America, in particular Colombia.

3. To maintain permanent contacts with other not for profit and government entities, domestic and foreign, public and private, able to assist the members of the corporation professionally, administratively and commercially, and to coordinate with and support the efforts of other individuals, groups and organizations that have goals and purposes similar to those of the corporation.

4. To defend the principles of free exercise of commerce and private initiative as the basis for economic and commercial development both nationally and internationally.

5. To assist in encouraging and developing programs, both public and private, to prepare efficient and knowledgeable personnel, staff and employees for commercial enterprises of all sizes.

6. To promote the study of the sciences, techniques and know how that contribute to the success of commercial undertakings.

7. To contribute to the knowledge of ethical principles and their specific application to business and commercial and industrial pursuits.

8. To promote and participate in conferences, lectures, symposia and other events, domestic and foreign, having as their primary focus international business development and practices, and in particular, the exercise of commercial activities by Colombian business persons in Florida and in the United States.

9. To assist in promoting a true and favorable image of business in Colombia and Colombian-owned businesses in the United States.

10. To encourage and facilitate contributions by members to organizations and entities promoting general economic and social well-being in the United States, Colombia and abroad.

11. To promote cooperation with groups and organizations that defend the interests and rights of consumers in the United States and abroad.

12. To otherwise contribute in such ways as the Corporation through its Board of Directors shall consider appropriate to the development and publicizing of all of the above purposes, goals and principles.

#### **B. Fiscal Considerations.**

1. This corporation shall issue no stock.

2. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article.

3. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

4. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities which would constitute a regular business of a kind ordinarily carried on for profit, or which is not permitted to be engaged in by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its Regulations, as they now or hereafter exist.

5. On the dissolution of this corporation, the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for the purposes appropriate for organizations that shall at the time qualify as exempt organizations under § 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for purposes acceptable for organizations that at the time qualify as exempt organizations under § 501(c)(6).

**ARTICLE IV. AUTHORITY.** The corporation shall be subordinate to and subject to the authority of the President of the Federación Nacional de Comerciantes FENALCO, a Colombian not for profit corporation, who shall be sole voting member of the corporation.

**ARTICLE V. MANNER OF ELECTION OF DIRECTORS.** The method of election of directors shall be as stated in the Bylaws of the corporation.

**ARTICLE VI. INITIAL DIRECTORS.** The names and addresses of the members of the initial Board of Directors who, subject to these Articles, the Bylaws of the corporation, and the laws of the State of Florida, shall hold office until their successors have been duly elected and qualify:

<b>Name:</b>	<b>Address:</b>
Dionisio Araujo	1101 Brickell Avenue, Suite 1100 Miami, Florida 33131
Sabas Pretelt	1101 Brickell Avenue, Suite 1100 Miami, Florida 33131
Juan Carlos Cardona	1101 Brickell Avenue, Suite 1100 Miami, Florida 33131

**ARTICLE VII. OFFICERS.** The names and addresses of the members of the initial Board of Directors who, subject to these Articles, the Bylaws of the corporation, and the laws of the State of Florida, shall hold office until their successors have been duly elected and qualify:

**Name:** Dionisio Araujo  
**Position:** Executive Director

**Address:** 1101 Brickell Avenue, Suite 1100  
Miami, Florida 33131

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**ARTICLE VIII. MEMBERS.** The classes of members and their respective rights, privileges and duties, the qualifications for membership and the manner of admission of members shall be regulated by the Bylaws of the corporation.

**ARTICLE IX. INITIAL REGISTERED AGENT AND STREET ADDRESS OF INITIAL REGISTERED OFFICE.** The name of the corporation's initial registered agent is J. David Peña, Esq. and the street address of the corporation's initial registered office is 1101 Brickell Avenue, Suite 1100, Miami, Florida 33131.

**ARTICLE X. INCORPORATOR.** The name and address of the incorporator is Frederick Woodbridge, Jr., 1200 Anastasia Avenue, Suite 310, Coral Gables, Florida 33134-6364.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
J. David Peña, Registered Agent

Date: Oct 2, 2002

  
\_\_\_\_\_  
Frederick Woodbridge, Jr., Incorporator

Date: Oct. 2, 2002