

# PA2000/24355

Florida Department of State  
Division of Corporations  
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To:

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

**FLORIDA PROFIT CORPORATION OR P.A.**

tools belacreca usa, inc.

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

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**H 02000229047**  
**ARTICLES OF INCORPORATION**  
**TOOLS BELABRECA USA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

**ARTICLE I - NAME**

The name of this corporation shall be:

**TOOLS BELABRECA USA, INC.**

**ARTICLE II - EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of this State.

**ARTICLE IV - STOCK**

This corporation is authorized to issue 300 shares of common stock, each having a par value of \$1.00 which shall be designated common shares.

**ARTICLE V - ADDRESS**

The initial address of the principal office of the corporation is 4778 N.W. 107<sup>th</sup>

Prepared by:  
Robert G. Corirossi, Esquire  
Grove Plaza-2nd Floor  
2900 Middle Street  
Miami, Florida 33133  
(305) 441-9000  
Fla Bar No: 874655

**H 02000229047**

Avenue, Suite 203, Miami, Florida 33178 and the name of the initial registered agent of this corporation is: SCOTT B. BENNETT, ESQUIRE, ROBERT G. CORIROSSI, P.A., Grove Plaza-2<sup>nd</sup> Floor, 2900 Middle Street, Miami, Florida 33133.

#### **ARTICLE VI - DIRECTORS**

This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Fernando Abreu  
4778 N.W. 107<sup>th</sup> Avenue  
Suite 203  
Miami, Florida 33178

#### **ARTICLE VII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and Shareholders.

#### **ARTICLE VIII - DIRECTORS' COMPENSATION**

The Shareholders of this corporation shall have the exclusive authority to fix the

compensation of the Directors of this Corporation.

**ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

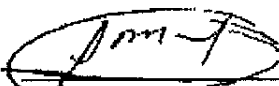
  
FERNANDO ABREU

**ARTICLE X - INCORPORATOR**

The name and address of the incorporator executing these Articles of Incorporation is:

FERNANDO ABREU  
4778 N.W. 107<sup>th</sup> Avenue  
Suite 203  
Miami, Florida 33178

The undersigned has executed these Articles of Incorporation on this 20 day of November, 2002.

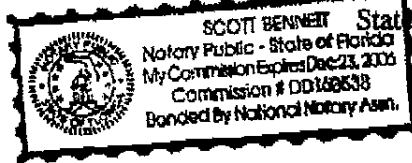
  
FERNANDO ABREU

STATE OF FLORIDA                     )  
  )   SS:  
COUNTY OF MIAMI-DADE            )

BEFORE ME the undersigned authority, appeared FERNANDO ABREU, personally known to me to be the individual described herein and who acknowledged before me that she executed the foregoing for the purposes therein expressed.

SWORN AND SUBSCRIBED to before me this 20 day of November, 2002.

Commission Expires:



  
\_\_\_\_\_  
NOTARY PUBLIC,  
State of Florida

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**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

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:

**TOOLS BELABRECA USA, INC.**


2. The name and address of the Registered Agent and Office is:

**SCOTT B. BENNETT, ESQUIRE**  
 Grove Plaza-2<sup>nd</sup> Floor  
 2900 Middle Street  
 Miami, Florida 33133

  
**FERNANDO ABREU**

Date: 11/20/02

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 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.

  
**SCOTT B. BENNETT, ESQUIRE**

Date: 11/20/02

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