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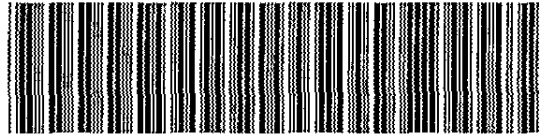
(Business Entity Name)

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EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

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CORAL GABLES, FL 33134 (305) 444-4994

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OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. SIPHECA USA, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

### **ARTICLE ONE**

#### **NAME**

The name of this corporation is

**SIPHECA USA, INC.**

### **ARTICLE TWO**

#### **NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the law of the United State of America and the law of the State of Florida.

### **ARTICLE THREE**

#### **DURATION**

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Upon approval of Secretary of State.

### **ARTICLE FOUR**

#### **CAPITAL STOCK**

This corporation is authorized to issue shares of stock as follows:

- A. **Designation.** The stock of this corporation shall be known as Common stock.
- B. **Authorized.** The maximum number of shares of Common Stock that this corporation may issue is: 750 Shares
- C. **Par Value.** Each share of Common Stock shall have the par value of \$10.00.
- D. **Consideration.** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the board of Directors as to the value of any such consideration shall be conclusive.
- E. **Non-Accessibility.** Each share of Common Stock shall be issued in exchange for

consideration which is at least equal to the par value thereof, and shall be fully paid and non assessable.

- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights. Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

#### ARTICLE FIVE

##### INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Principal Office of this corporation is 16410 NW 14<sup>th</sup> Street, Pembroke Pines, Florida 33028 and the name of the Initial Registered Agent of his corporation at the address is EDEN HERRERA-LLOPIZ

#### ARTICLE SIX

##### INITIAL BOARD OF DIRECTORS

This corporation shall have initially one Director. The number of Directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial Director of this corporation is :

AULI HERRERA  
16410 NW 14<sup>th</sup> Street  
Pembroke Pines, Florida 33028

#### ARTICLE SEVEN

##### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the shareholders, but the board of Directors may not amend or repeal any By-Law

adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

## ARTICLE EIGHT

### PREEMPTIVE RIGHTS

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

## ARTICLE NINE

### SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE TEN

### APPROVAL OF SHAREHOLDERS REQUIRED

#### FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

## ARTICLE ELEVEN

### DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors, If a quorum is present, the affirmative vote of the majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted, upon the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

## ARTICLE TWELVE

INDEMNIFICATION

The corporation shall indemnify any officer or Director, or former Officer or Director, to the full extent permitted by law.

ARTICLE THIRTEENTH

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13<sup>th</sup> day of June, 2003.

  
AULI HERRERA

Incorporator  
16410 NW 14<sup>th</sup> Street  
Pembroke Pines, Florida 33028

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of and County set forth above, personally appeared AULI HERREA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and County aforesaid, this 13<sup>th</sup> day of June, 2003.



Notary Public  
State of Florida At Large



Luis A. Figueroa  
Commission #DD155079  
Expires: Oct 15, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING RESIDENT AND REGISTERED  
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE  
OF RESIDENT AND REGISTERED AGENT

In pursuance of Chapter 607.034, Florida General Corporation Act, the following information is submitted:

First SIPHECA USA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicted in the Articles of Incorporation at City of Miami County of Dade State of Florida has named EDEN HERRERA-LLOPIZ as its Resident and Registered Agent, and 16410 NW 14<sup>th</sup> Street, Pembroke Pine, Florida 33028 as its Resident and Registered Office.

Second – That said Resident and Registered Agent, having been named to accept service of process for the above state Corporation, at the place designated as the Resident and Registered Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

By: 

RESIDENT AND REGISTERED  
AGENT  
EDEN HERRERA-LLOPIZ

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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