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03 JUL -7 PM 5:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OB 7/10

LAW OFFICES OF  
**JACQUELINE A. SALCINES, P.A.**

JACQUELINE A. SALCINES

3037 S.W. 21<sup>st</sup> Street  
Miami, Florida 33145

Tel: (305) 448-1657  
Fax: (305) 448-6759

July 1, 2003

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: TURQUESA, INC.**

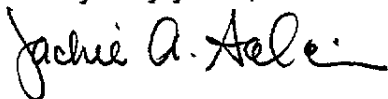
Dear Sir or Madam:

Enclosed please find the following for incorporation of the above-referenced corporation:

- 1) Articles of Incorporation
- 2) Firm Check in the amount of \$78.75

Thank you for your anticipated cooperation in this matter.

Very truly yours,



Jaqueline A. Salcines

Enclosure

Charter No. 03 JUL -7 PM 5:30 FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TURQUESA, INC.**

**ARTICLE I - NAME**

The name of this corporation is TURQUESA, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 3037 Southwest 21<sup>st</sup> Street, Miami, Florida 33145, and the name of the initial Registered Agent of this Corporation is Jacqueline A. Salcines, Esq. The principal place of business is: 575 Crandon Boulevard, Unit #512, Key Biscayne, Florida 33149.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS  
AND OFFICERS**

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

Defne Timurkan A.  
G.A. Abascal

President/Treasurer/Director  
Vice President/Secretary/Director

#### **ARTICLE VIII - INCORPORATOR**

The name of the incorporator, signing these Articles is:

Jacqueline A. Salcines

#### **ARTICLE IX - CUMULATIVE VOTING**

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

#### **ARTICLE X – SHAREHOLDER QUORUM AND VOTING**

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

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

#### **ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION**

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

#### **ARTICLE XII - DIRECTORS COMPENSATION**

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

#### **ARTICLE XIII - SPECIAL PROVISION**

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.


#### **ARTICLE XIV - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law.

## ARTICLE XV - AMENDMENT

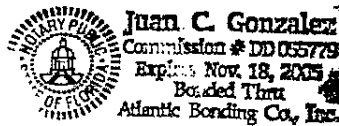
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1st day of July, 2003.

  
Jacqueline A. Salcines  
Incorporator

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

This foregoing instrument was acknowledged before me this 1st day of July, 2003 by Jacqueline A. Salcines, as incorporator for TURQUESA, INC., who personally appeared before me at the time of notarization and who is personally known to me or has produced \_\_\_\_\_ as identification and who (did/did not) take an oath.

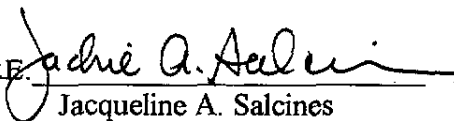


sign: [Signature]  
print: JUAN CARLOS GONZALEZ  
State of Florida at Large  
My Commission Expires: \_\_\_\_\_

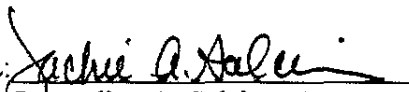
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION §48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT TURQUESA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF KEY BISCAVNE, STATE OF FLORIDA, HAS NAMED JACQUELINE A. SALCINES, ESQ. AS REGISTERED AGENT, LOCATED AT 3037 S.W. 21<sup>ST</sup> STREET, MIAMI, FLORIDA 33145 AS THE AGENT UPON WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS 575 CRANDON BOULEVARD, #512, KEY BISCAVNE, FLORIDA 33149.

SIGNATURE:   
Jacqueline A. Salcines  
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE:   
Jacqueline A. Salcines, Esq.  
As Resident Agent

DATED: JULY 1<sup>st</sup>, 2003

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