

PO3000087089

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

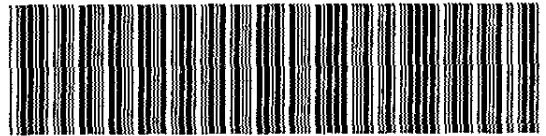
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 AUG - 8 AM 10: 28

DIVISION OF CORPORATION

Sunstate Research

Requestor's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

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

1. Miami River Holding USA, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" 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

**ARTICLES OF INCORPORATION
OF
MIAMI RIVER HOLDING USA, INC.**

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ARTICLE I - NAME

The name of the Corporation is MIAMI RIVER HOLDING USA, INC.
(hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, \$.01 par value per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 2020 N.W. 89th Place, Miami, Florida 33172.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than three (3) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name and address of the initial director of the Corporation is:

Alfredo Verdezoto
2020 N.W. 89th Place
Miami, Florida 33172

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent and registered office of the Corporation is:

Corporation Company of Miami
1600 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VI - INCORPORATOR

The name of the incorporator of the Corporation is Edwin Verdezoto, and the address of the incorporator is 2020 N.W. 89th Place, Miami, Florida 33172.

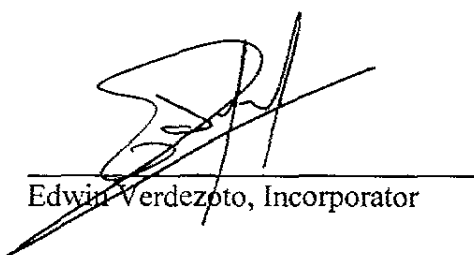
ARTICLE VII - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 1 day of August, 2003.

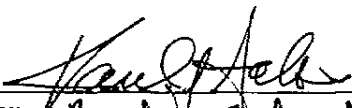


Edwin Verdezoto, Incorporator

**ACCEPTANCE BY REGISTERED AGENT
OF
MIAMI RIVER HOLDING USA, INC.**

The undersigned, whose business address is 1600 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, hereby accepts appointment as the initial registered agent of MIAMI RIVER HOLDING USA, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

CORPORATION COMPANY OF MIAMI


By: Raul J. Spas, Vice President

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