

## Florida Department of State

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### FLORIDA PROFIT CORPORATION OR P.A.

pesanfre international, inc.

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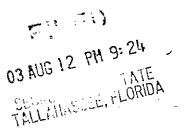
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# ARTICLES OF INCORPORATION OF PESANFRE INTERNATIONAL, INC.



**ARTICLE I** 

The name of this corporation is PESANFRE INTERNATIONAL, INC.

ARTICLE II

The term for which this corporation shall exist shall be perpetual.

**ARTICLE III** 

The general nature of the business or businesses to be transacted by said corporation shall be as follows: Import and Export and all other business permitted by the Florida Statutes.

**ARTICLE IV** 

The corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shares shall be designated "Common Stock".

ARTICLE V

The Board of Directors shall have the power to adopt, alter, amend or repeal the Bylaws of the corporation.

ARTICLE VI

The principal place of business of this corporation shall be: 1155 Brickell Bay Drive, Suite 605, Miami, Florida 33131.

The name of the initial registered agent of this corporation is: Yeabel Sanchez G. The address of the initial registered agent is: 1155 Brickell Bay Drive, Suite 605, Miami, Florida 33131.

THIS DOCUMENT PREPARED BY Cristina De Oliveira, Esq. De Oliveira & Assoc. P.A. 2701 Le Jeune Road Suite 410 Coral Gables, Fl. 33l34 (305) 444-9012 Florida Bar #307157

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#### **ARTICLE VII**

This corporation shall initially have as directors those persons who are designated below in this Article. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (I) nor more than five (5). The names and addresses of the initial directors of this corporation are:

Anabela Teixeira De Freitas

1155 Brickell Bay Drive

Suite 605

Miami, Florida 33131

Ysabel Sanchez G

1155 Brickell Bay Drive

Suite 605

Miami, Florida 33131

Jose Manuel Pestana

1155 Brickell Bay Drive

Suite 605

Miami, Florida 33131

#### ARTICLE VIII

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

Jose Manuel Pestana

1155 Brickell Bay Drive

President

Suite 605

Miami, Florida 33131

Ysabel Sanchez G

1155 Brickell Bay Drive

Secretary

Suite 605

Mjami, Florida 33131

Anabela Teixeira De Freitas

Suite 605

Treasurer

1155 Brickell Bay Drive

Miami, Florida 33131

#### ARTICLE IX

The name and address of the person signing these Articles is: Yeabel Sanchez G., 1155 Brickell Bay Drive, Suite 605, Miami, Florida 33131.

#### ARTICLE X

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 XI

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act.

#### **ARTICLE XII**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conference as provided by law.

#### ARTICLE XIII

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

#### ARTICLE XIV

The shares of the corporation may be issued pursuant to the provisions of Section I244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 11: day of August, 2003.

sabel Sanchez G.

STATE OF FLORIDA COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 11 day of August, 2003 by Ysabel Sanchez G. who is personally known to me or who has produced Venezuelan passport (type of identification) as identification

and who did (did not) take an oath.

Notary Roblic, State of Florida

My commission expires:

Catia V. Diaz Commission # DD133500 SE Expire July 15, 2006 Bonded thru Atlande Bonding Co., inc.

## FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.09l, Fla. Stats, the following is submitted: PESANFRE INTERNATIONAL INC., with its principal place of business located at 1155 Brickell Bay Drive, Suite 605, Miami, Florida 33131, has named Ysabel Sanchez G. with offices located at 1155 Brickell Bay Drive, Suite 605, Miami, Florida 33131 as its agent to accept service of process within the State of Florida.

33131 as its agent to accept	service of process within the State of Fi
Signature:	1366 Shirters &
	Ysabel Sanchez G.
	Dated 8/11/03

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the order and complete performance of my duties.

Signature:

Ysabel Sanchez G. /Registered Agent

Dated 8/11/03