Division of Corporations

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# Florida Department of State Division of Corporations Public Access System

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335 Phone : (305)599-0839 Fax Number : (305)716-0346

## FLORIDA PROFIT CORPORATION OR P.A.

## TRANSALP, CORP

D. WHITE OCT - 3 2003

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SECRETARY OF STATE TALLAHASSEE FLORIDA

# ARTICLES OF INCORPORATION OF TRANSALP, CORP

#### ARTICLE I - NAME

The name of this Corporation is Transalp, Corp.

### ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

#### ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted untier the laws of the United State and the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time an aggregate number of shares of 100 shares of common stock having a par value of \$1.00 per share. TENERE S.R.L. Will be 100% Shareholders, The TENERE S.R.L. Address is Acuna de Figueroa 445, Capital Federal, Buenos Aires, Argentina, South America

## ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is Gustavo Stella. The principal place of business of the corporation shall be 1680 Michigan Avenue, Suite 700, Miami Beach, Florida 33139

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall be have I Directors Initially. The number of Director may be increased or decreased from time to time by the Bylawa, but shall never be less than One.

The name and address of the initial Director is:

Andres Rodriguez

1680 Michigan Ave, Suite 700 Minmi Beach, Fl 33139

## ARTICLES VII - LAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders(s), President, or Director(s).

## ARTICLES VIII - INDEMNIFICATION

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

## ARTICLES IX - PREEMPTIVE RIGHTS

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

## ARTICLES X - INCORPORATOR

The person signing these articles is Andres Rodriguez

## ARTICLES XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation, in accordance with the provisions of the Florida.

General Corporation Act.

IN WITNESS WHEREOF, the indersigned has executed these Articles of Incorporation, this September 11, 2003.

J --- ---

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SECRETARY OF STATE TALLAHASSEE FLORIDA

## ACCEPTANCE BY REGISTERED AGENT

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.

TRANSALP, CORP, a Corporation organized under the laws of the State of Florida has name Andres Rodriguez of 1680 Michigan Ave. Suite 700 Mismi Beach, Fl 33139, MIAMI DADE County, State of Florida, as its agent to accept service of process within this state.

Andres Rodriguez

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR ADVICE CONSULTING CORP, A FLORIDA CORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS HER DUTIES.

Dated this