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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : J.E. OYARCE & ASSOCIATES
Account Number : I19990000186
Phone : (305) 324-2248
Fax Number : (305) 324-4959

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TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BGA ENTERPRISES USA, INC.

✓ D. WHITE JAN 21 2004

Certificate of Status	1
Certified Copy	0
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ARTICLE OF INCORPORATION
OF
BGA ENTERPRISES USA, INC.

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SECRETARY
TALLAHASSEE

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the incorporation shall be:

BGA ENTERPRISES USA, INC.

The address of the principal office of this corporation shall be: 19308 NE 25th Avenue Suite 191, Miami, Florida 33180, and the mailing address of the Corporation shall be the same.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any or all lawful activities or business permitted under the laws of the United States, the States of Florida or any other state, country, territory or nation and herein mentioned, as fully and to the same extent as natural persons might do, including, but not limited to, the following:

- i. Transact any and all lawful business.
- ii. Said corporation shall further have power:

To have perpetual succession by its corporate name;

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To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real property (including real estate development) or personal property or any interest in real or personal property, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes, Sect 607.0833;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporation purpose, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its article of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or

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educational purpose;

To transact any lawful business which the shareholder shall find will be in aid of governmental policy;

To manufacture, purchase or otherwise acquire, and to own mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal with goods, wares, merchandise and other personal and real property of every class description whatsoever;

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign;

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies;

To have one or more offices, conduct its business and promote the object within and without the state of Florida, in other State, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount;

To do all and everything necessary and proper for the accomplishment of any of the purpose or the attainment of any of the objects, or the furtherance or any of the powers enumerated in these articles of incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purpose and objects as set forth in these

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Articles of Incorporation or any amendment hereof;

The foregoing paragraphs shall be constructed and enumerated both as objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III
CORPORATE CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE HUNDRED (100.00)** shares of common stock, each share having the par value of **ONE DOLLAR (\$ 1.00)**.

i. All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote;

ii. All holders of shares of common stock, upon the dissolution of the Corporation, Shall be entitled to receive the net assets of the Corporation;

iii. No holder of shares of common stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director (s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director (s) may deem advisable in connection with such issuance;

iv. The Board of Director (s) of the corporation may authorize the issuance from time

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to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director (s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation;

v. The Board of Director (s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE IV

REGISTERED AGENT

The street of the initial registered office of the corporation shall be: 19308 NE 25th Avenue, Suite 191, Miami, Florida 33180, and the name of the initial registered agent of the corporation at that address is German D. Boscan

ARTICLE V

TERM OF EXISTENCE

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 the date of incorporation.

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ARTICLE VI
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statutes of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE VII
PRE-EMPTIVE RIGHT

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have pre-emptive right to purchase its prorata share thereof, (as nearly as may be done without the issue of fractional shares), at the price at which it is offered to others.

ARTICLE VIII
INDEMNIFICATION

The corporation, upon a majority vote of the directors and shareholders, may indemnify a director, officer, employee or agent of the Corporation against any and all suits, claims, or judgments, including attorneys fees and costs, to the fullest extent permitted by law.

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ARTICLE IXINITIAL BOARD OF DIRECTORS AND
INITIAL PRINCIPAL ADDRESSES

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by-laws, but shall never be less than one. The name and street addresses of the initial director (s) of the corporation are as follows:

President: German D. Boscan
19308 NE 25th Avenue
Suite 191
Miami, Fl 33180

Vice-President: Maria E. Anzellotti
19308 NE 25th Avenue
Suite 191
Miami, Fl 33180

Secretary: Maria E. Anzellotti
19308 NE 25th Avenue
Suite 191
Miami, Fl 33180

Treasurer: German D. Boscan
19308 NE 25th Avenue
Suite 191
Miami, Fl 33180

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ARTICLE XI
INITIAL SUBSCRIBERS-STOCKHOLDERS
AND ADDRESSES

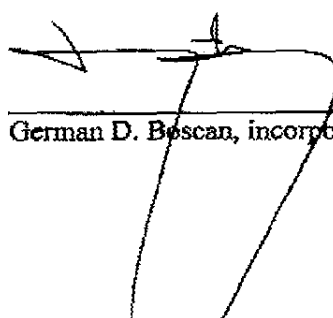
NAMES	ADDRESS	PERCENTAGES OF SHARES
German D. Boscan	19308 NE 25 th Avenue Suite 191 Miami, Florida 33180	50 %
Maria E. Anzellotti	19308 NE 25 th Avenue Suite 191 Miami, Florida 33180	50 %

ARTICLE XII
INCORPORATORS

The names and street addresses of the incorporator to these Articles of Incorporation:

German D. Boscan located at 19308 NE 25th Avenue, Suite 191, Miami, FL 33180.

IN WITNESS WHEREOF, The undersigned to these articles of Incorporation has hereunto set their hand and seal on this 14th day of January, 2004.



German D. Boscan, incorporator

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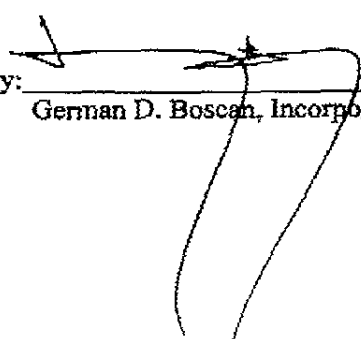
ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF

BGA ENTERPRISES USA, INC.

German D. Boscan as sole Incorporator, for value hereby assigns any and all rights it
may have as such incorporator of the following:

Dated January 14th, 2004

GERMAN D. BOSCAN

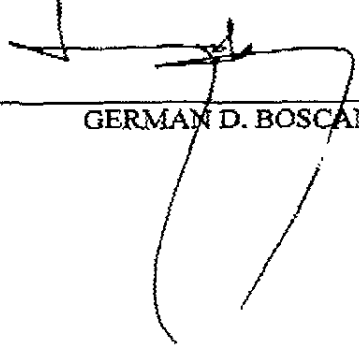
By: 
German D. Boscan, Incorporator

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

GERMAN D. BOSCAN, an individual residing in this state, having a business offices identical with the registered office of the corporation named below, and having been designated as the Registered Agent, in the above and foregoing Articles of Incorporation of BGA ENTERPRISES USA, INC., is familiar with and accepts the obligations of the position of registered Agent under Section 607.0505, Florida Statutes.

By


GERMAN D. BOSCANSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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