

**P0400031587**

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(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

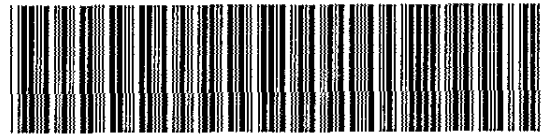
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*2004-1-13*

RECEIVED  
04 FEB 11 PM 12:56  
DIVISION OF CORPORATION

FILED  
2004 FEB 17 A 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 425121 7287980

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : February 4, 2004

ORDER TIME : 11:0 AM

ORDER NO. : 425121-005

CUSTOMER NO: 7287980

CUSTOMER: Ms. Christine F. Reidy  
Hill, Betts & Nash Llp

26th Floor, One World  
Financial Center 200 Liberty  
New York, NY 10281

DOMESTIC FILING

NAME: CALVO (USA), INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

February 12, 2004

CSC

SUBJECT: CALVO (USA), INC.  
Ref. Number: W04000006113

We have received your document for CALVO (USA), INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is P02000080201.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filings Section

Letter Number: 404A00009746

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

04 FEB 17 PM 4:08

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*RE Submit*

ARTICLES OF INCORPORATION

OF

CALVO NORTH AMERICA INC.

FILED  
2004 FEB 17 A 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Calvo North America Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is:

Grupo Calvo  
C/O Mr. Javier López García-Asenjo  
Pechuán, 1- 1º  
28002- Madrid

The mailing address, wherever located, of the corporation is:

Grupo Calvo  
C/O Mr. Javier López García-Asenjo  
Pechuán, 1-1º  
28002- Madrid

\*\*\*\*\*

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are with a par value of \$100 and are of the same class and are common shares.

\*\*\*\*\*

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

Christine F. Reidy

ADDRESS

Hill, Betts & Nash LLP  
One World Financial Center  
200 Liberty Street, 26<sup>th</sup> Floor  
New York, New York 10281

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which this corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act and to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

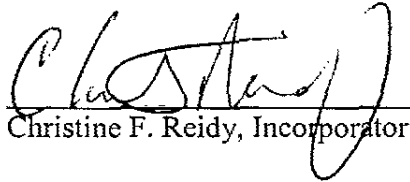
EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board

of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on February 4, 2004



Christine F. Reidy, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE  
COMPANY

By: 

Name:

**Brian Courtney**

Title:

**Asst. V. Pres.**

Date: February 11, 2004

**FILED**  
2004 FEB 17 A 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA