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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ASTECH USA, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ASTECH USA, INC.**

ARTICLE I

NAME

The name of the Corporation is: ASTECH USA, INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time the filing of these Articles of incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The corporation shall engage in any activity of business permitted under the laws of the United States in the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) of voting common stock with \$1.00 par value per share.

ARTICLE V

PRINCIPAL OFFICE

The address of the principal office of the Corporation is: 1455 NW 107th Avenue, Miami, Florida, 33172.

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ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office and agent of the Corporation is:

Douglas Steven Lux
1699 Coral Way, Suite 508
Miami, Florida 33145

ARTICLE VII

DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by the Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the by-laws.

The name and address of the first Board of Directors and Officers who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME	TITLE
Julio de la Vega Gamarra	President
Jose Arana Cruz	Vice-President
Guillermo Montano Torres	Treasurer
Aberto Montano Torres	Secretary

ARTICLE VIII

INCORPORATORS

The names and mailing address of the incorporator is:

NAME	MAILING ADDRESS
Douglas Steven Lux	1699 Coral Way, Suite #508 Miami, Fl. 33145

ARTICLE IX

REGULATORY PROVISIONS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and creating, defining, limiting, and regulating the powers of the Corporation, the Directors and Stockholders.

- (a) **Powers of Directors to Amend By-Laws.** The Board of Directors shall be authorized and empowered from time to time in its discretion to make, alter or repeal the by-laws of the Corporation, except as such power may be limited by any one or more by-laws of the Corporation adopted by the stockholders.
- (b) **Books.** The books of the Corporation (Subject to the laws of the State of Florida) may be kept outside of the State of Florida at such places as from time to time may be designated by the Board of Directors.
- (c) **Cumulative Voting:** At all elections of the Directors, each stockholder shall be entitled to as many votes as shall equal the number of votes which he would have been entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and that he may cast all such votes for a single Director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.
- (d) **Consent of Stockholders in Lieu of Meeting:** Whenever the vote of stockholders is required at a meeting or is permitted to be taken for in connection with any corporate action by any provision of the General Corporation Law of Florida the meeting and vote of Stockholders may be dispensed with if such action is taken with the written consent of the holders of no less than a majority of all the stock having less than the minimum percentage of the vote required by statute for such action, and provided that prompt notice is given to all Stockholders of the taking of the corporate action without a meeting and by less than unanimous written consent.
- (e) **Removal of Directors.** The Stockholders may at any time, at the meeting expressly called for that purpose, remove any or all of the Directors, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of, Directors.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereinafter prescribed

by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501, Florida Statutes, and the undersigned corporations, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The Name and principal address of the Corporation is:

ASTECH USA, INC.
1455 NW 107 Avenue
Miami, Florida 33172

2. The Name and Address of the registered agent and office is:

Douglas Steven Lux
1699 Coral Way, Suite 508
Miami, Florida 33145

Having been named registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointments 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.



Douglas Steven Lux

Dated: 02/25/2004

Sworn and subscribed before me this 25 day of February, 2004.



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TALLAHASSEE, FLORIDA

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I, Douglas Steven Lux, being the sole incorporator named above, for the purpose of forming a Corporation pursuant to the General Corporation Law of Florida sign and acknowledge these Articles of Incorporation this 25 day of February 2004



Douglas Steven Lux

Acknowledgement

STATE OF FLORIDA)

COUNTY OF DADE)

On this 25 day of Feb, 2004, before me personally came Douglas Steven Lux who signed the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged that the said certificate are their act and deed and that the facts therein stated are true.



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