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Division of Corporations

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Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**ALPAR USA, CORP.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
ALPAR USA, CORP.**

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**ALPAR USA, CORP.**

**ARTICLE II**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:  
To have perpetual succession by its corporate name.

**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$10.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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**ARTICLE V**

Each of the Shareholders covenants and agrees that he will not sell, assign, transfer, donate or otherwise dispose of, or pledge, hypothecate or otherwise encumber any of the shares of the Corporation's stock except upon the prior written consent of the remaining Shareholders.

**ARTICLE VI**

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Leopoldo G. Rios  
2800 Glades Circle, Suite E-102  
Weston, FL 33327

The principal address shall be:  
6995 NW 82<sup>nd</sup> Avenue # 37  
Miami, FL 33166

The principal mailing address shall be:  
6995 NW 82<sup>nd</sup> Avenue # 37  
Miami, FL 33166

**ARTICLE VII**

The initial Board of Directors shall consist of a total of three (3) person (s), and the name (s) and address (es) of the person (s) who is (are) to serve as initial director (s) is (are):

**PRESIDENT - DIRECTOR**  
ALFREDO PALACIOS  
7460 NW 4th Street Apt. 303  
Plantation, FL 33317

**VICE-PRESIDENT/TREASURER - DIRECTOR**  
NILDA URDANETA  
7460 NW 4th Street Apt. 303  
Plantation, FL 33317

**SECRETARY - DIRECTOR**  
ALFREDO E. PALACIOS  
7460 NW 4th Street Apt. 303  
Plantation, FL 33317

The name and address of the incorporator executing these Articles of Incorporation is:

LEOPOLDO G. RIOS  
2800 Glades Circle, Suite E-102  
Weston, FL 33327

*for*

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IN WITNESS WHEREOF, the undersigned incorporator has (have) executed these Articles of Incorporation this 26th day of May, 2004.



STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **ALFREDO PALACIOS, NILDA URDANETA and ALFREDO E. PALACIOS**, known to me and known by me to be the person (s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 26th day of May, 2004.

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

1. The name of the corporation is:

ALPAR USA, CORP.

2. The name and address of the registered agent and office is:

Leonardo G. Rios

(NAME)

2800 Glades Circle Suite E-102

(P.O. BOX NOT ACCEPTABLE)

Weston, FL 33327

(CITY/STATE/ZIP CODE)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature

*L. Rios*

Date 05/26/2004

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