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# ARTICLES OF INCORPORATION OF EAGLE ONE USA INC

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Status.

## ARTICLE 1-NAME

The name of the Corporation is EAGLE ONE USA INC (hereinafter," Corporation").

## ARTICLE 2-PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United State and of the State of Florida.

## ARTICLE 3- PRINCIPAL OFFICE

The address of the principal office of this Corporation is 770 Ponce de Leon Blvd, Suite 209, Coral Gables, Fl, 33134 and the mailing address is the same.

## ARTICLE 4- INCORPORATORS

The names and streets addresses of the incorporator of the Corporation are Ramon A. Arrojo whose address shall be the same as the principal office of the Corporation.

## ARTICLE 5- OFFICERS

The officers of the Corporation shall be:

President:	Ramon A. Arrojo
Chief Executive Officer:	Ramon A. Arrojo
Secretary:	Ramon A. Arrojo
Treasurer:	Ramon A. Arrojo

Whose addresses shall be the same as the principal office of the Corporation.

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## **ARTICLE 6 DIRECTOR (S)**

The Director (s) of the Corporation shall be:

Ramon A. Arrojo

Whose addresses shall be the same as the principal office of the Corporation

## **ARTICLE 7- CORPORATE CAPITALIZATION**

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 7.2 No holder of shares of 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.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time 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.
- 7.4 The Board of Director(s) of the Corporation may, by Restating Articles of incorporation, classify or reclassify any uninsured 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 8- SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the Shareholders of this Corporation without the written consent of all the shareholders of this Corporation shall take any actions, or make any transfer of other disposition of the shareholder's shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock Issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9- SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder's Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10- POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11- TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 12- REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purpose, and except as may be agreed in writing by Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13-REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is EAGLE ONE USA INC. located at 770 Ponce de Leon Blvd, Suite 209, Coral Gables, and Fl, 33134. The name and address of the registered agent of this Corporation is Ramon A. Arrojo, 770 Ponce de Leon Blvd., Suite 209, Coral Gables, and Fl, 33134.

#### **ARTICLE 14-BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent of vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmation vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15- EFFECTIVE DATE**

These articles of Incorporation shall be effective the 18<sup>th</sup> day of July 2004.

#### **ARTICLE 16-AMENDMENT**

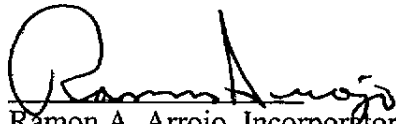
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles on Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by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

#### **ARTICLE 17-INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agent of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent or another foreign or domestic Corporation, partnership, joint venture, trust employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a part to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in this Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any such person who is or was a director, officer, employee or agent of the Corporation of the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and

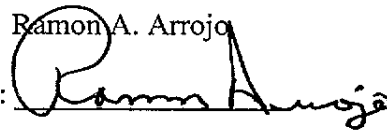
"agent" shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

IN WITNESS WHEREOF, I have hereunto set my hand and deal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18<sup>th</sup> July 2004.

  
Ramon A. Arrojo, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
INCORPORATION**

Ramon A. Arrojo having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Ramon A. Arrojo  
By: 

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