

SEP-13-04 04:08PM FROM: AKERMAN SENTERFITT & EIDSON 3537450 P 1/03 F-11
DIVISION OF CORPORATIONS
P04000129240

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000184248 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: *John C. Dineen, Legal Counsel*
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

2004 SEP 13 AM 9:12
FILED
DIVISION OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GRUPO KETTAL NORTH AMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

9/14/04

(H04000184248 3)

FILED

2004 SEP 13 AM 9:12

CLERK OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
GRUPO KETTEL NORTH AMERICA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Grupo Kettel North America, Inc. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

One S. E. Third Avenue
28th Floor
Miami, Florida 33131

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, \$2.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One SE Third Avenue, 28th Floor, Miami, FL 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Alejandro Alorda, at Aragon, 316, Barcelona 08009, Spain.

**ARTICLE VI
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

(H04000184248 3)

FILED

2004 SEP 13 AM 9:12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of September, 2004.


Alejandro Alorda
Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of GRUPO KETAL NORTH AMERICA, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 13th day of September, 2004.

AMERICAN INFORMATION SERVICES, INC.
as registered agent


Mary C. Toledo, Assistant Secretary

(H04000184248 3)