

2004 Oct 4:53PM ms ARIAS TOVAR & ASSOCIATES, P.A. No. 931 Page 1 of 1  
**P04000139906**

Florida Department of State  
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From: Account Name : ARIAS TOVAR & ASSOCIATES, P.A.  
Account Number : I20000000125  
Phone : (954) 385-2284  
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STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**EMAGRECE SIM CORPORATION**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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**ARTICLES OF INCORPORATION**  
**OF**  
**EMAGRECE SIM CORPORATION**

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

**ARTICLE I: NAME**

The name of the corporation shall be: EMAGRECE SIM CORPORATION.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

7563 NW 112<sup>th</sup> Place, Miami, FL 33178

**ARTICLE III: PURPOSE**

This corporation is organized for the purpose of engaging in the business of commercialization, distribution, sales and marketing of any product, as well as for general investments purposes, international trade, import and export of any product; to engage in any business activity and to conduct all lawful business in the United States and abroad.

**ARTICLE IV: SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000) shares of US\$1.00 par value each

**ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida Street address of the initial Registered Agent is:

José G. Tovar Del Corral  
Arias Tovar & Associates, P.A.  
C/o:1725 Main Street, Suite 209  
Weston, Florida 33326

**ARTICLE VI: INITIAL BOARD OF DIRECTORS AND OFFICER**

The Corporation shall initially have two (2) Directors and two (2) Officers to hold office until the first annual meeting of Stockholders or Directors, respectively, or until their successors have been duly elected and qualified, or until their earlier resignation, removal from office or death.

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The number of Directors may increase in accordance with the procedure stated in the By-Laws of the Corporation. The number of Officers may also increase or decrease in accordance with the procedure stated in the By-Laws of the Corporation.

**The names and addresses of the initial Directors are:**

Dominique Bessa, 7563 NW 112<sup>th</sup> Place, Miami, FL 33178  
Anibal Ruocco, 7563 NW 112<sup>th</sup> Place, Miami, FL 33178


**The names and addresses of the initial Officers are:**

President and Treasurer: Dominique Bessa, 7563 NW 112<sup>th</sup> Place, Miami, FL 33178  
Vice President and Secretary: Anibal Ruocco, 7563 NW 112<sup>th</sup> Place, Miami, FL 33178

**ARTICLE VII: INCORPORATOR**

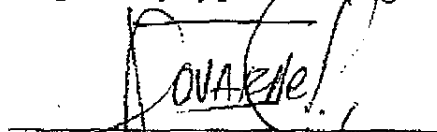
**The name and address of the incorporator to these Articles of Incorporation is:**

Dominique Bessa  
7563 NW 112th Place  
Miami, FL 33178

  
**Signature of the Incorporator**

Date: October 8, 2004

*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 of the Registered Agent**

Date: October 8, 2004

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