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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DELTA UMWELT USA INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION OF  
DELTA UMWELT USA INC.**

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**ARTICLE I --- NAME**

The name of this corporation is **DELTA UMWELT USA INC.**

**ARTICLE II- EXISTENCE**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE – III- PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended. It will primarily conduct its business in the purchase, sale, importation, and distribution of environmental technologies and products.

**ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of TEN Dollars (\$10,000.00) par value common stock which shall be designated as “Common Shares”. The total initial capital is \$ 10,000.00/.

**ARTICLE V – PRE-EMPTIVE RIGHTS**

Every Shareholder, upon the offer for sale for cash of any stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, or the price that may be set by the Board of Directors, which ever is lowest.

## ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8370 West Flagler Street, Suite 110 Miami, Florida 33144, and the name of the initial registered agent of this corporation at that address is ALFONSO E. OVIEDO-REYES.

## ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have at least two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the rules set in the bylaws; however, there shall never be less than two Directors nor more than five. The name and address of initial Board of Directors of the Corporation is:

ISIDRO A. OVIEDO ..... Secretary

ALFONSO E. OVIEDO-REYES ..... President

The address of the foregoing is as follows: 8370 West Flagler Street, Suite 110 Miami, Florida 33144

## ARTICLE VIII – INCORPORATION

The names and addresses of the Incorporators signing these articles are the same as those mentioned in the preceding article. The Incorporators take all of the shares of the corporation; as follows: ALFONSO E. OVIEDO-REYES takes 500 SHARES OR 50% of the total shares of the Corporation and ISIDRO AUGUSTO OVIEDO takes 500 SHARES or 50% of the total shares of the Corporation.

## ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

## ARTICLE X – AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, by a MAJORITY of Votes of all Shareholders.


## ARTICLE XI – CORPORATE BUY-OUT


Dissenting shareholders have the right to sell their shares back to the corporation at a fair price, and the corporation has the obligation to purchase such shares. The obligation of the corporation will only cease if the purchase would render the corporation insolvent or so substantially reduce its assets as to make its operation impossible.

## ARTICLE XII

The Shareholders of this corporation have a duty of the utmost good faith in their dealings with each other and with the Corporation. Any dispute among shareholders will be resolved by arbitration in accordance with the rules of the American Arbitration Association by an arbitrator that will be chosen by the non-disputing shareholders. If they cannot appoint one within one week of the request the arbitrator will be the Corporation's Legal Counselor. The decision of the arbitrator will be final.

**IN WITNESS WHEREOF**, the undersigned Incorporators have executed these Articles of Incorporation on the 24 day of November 2004.

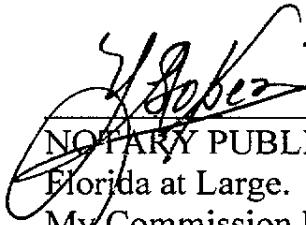
  
\_\_\_\_\_  
ALFONSO E. OVIEDO-REYES  
President

  
\_\_\_\_\_  
ISIDRO AUGUSTO OVIEDO  
Secretary

STATE OF FLORIDA    )  
COUNTY OF DADE    )

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above Personally appeared ALFONSO E. OVIEDO-REYES and ISIDRO AUGUSTO OVIEDO known to be and known by me to be the persons who executed the foregoing Articles of the Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, have set my hand and seal in the State and County above, this 24<sup>TH</sup> day of November, 2004.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of  
Florida at Large.  
My Commission Expires:



Yuleidy Lopez  
My Commission DD143165  
Expires August 18, 2008

In compliance with Section 48.091, Florida Statutes. The following is submitted:

That DELTA UMWELT USA INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 8370 West Flagler Street, Suite 110 Miami, Florida 33144 County of Dade, State of Florida, has named ALFONSO E. OVIEDO-REYES, with the same address as its agent to accept service of process within this State.


**ACKNOWLEDGMENT;**

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
\_\_\_\_\_  
ALFONSO E. OVIEDO-REYES  
Registered Agent

STATE OF FLORIDA   )  
COUNTY OF DADE   )

BEFORE ME, a Notary Public, personally appeared to me known to be the person described as ALFONSO E. OVIEDO-REYES, and who has executed the foregoing acknowledgement before me; and accepts to be the Registered Agent for the Corporation.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:



Yuleidy Lopez  
My Commission DD143165  
Expires August 18, 2006

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