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TALLAHASSEE, FLORIDA  
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MRD  
7/27

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** BANDIN GROUP, CORP.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

87.50  
CHECK # 240

**FROM:** ANTONIO DURAN

Name (Printed or typed)

1366 SABAL TRAIL,

Address

WESTON FL., 33327

City, State & Zip

(954) 389 6199

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

## ARTICLES OF INCORPORATION

IN COMPLIANCE WITH CHAPTER 607 AND/OR CHAPTER 621, F.S. (PROFIT)

### ARTICLE I NAME.

THE NAME OF THE CORPORATION SHALL BE:

**BANDIN GROUP, CORP.**

### ARTICLE II PRINCIPAL OFFICE.

THE PRINCIPAL PLACE OF BUSINESS/ TEMPORARY MAILING ADDRESS:

**FLORIDA USA.**

TEMPORARY MAILING ADDRESS:

**1366 SABAL TRAIL  
WESTON, FL 33327**

### ARTICLE III PURPOSE.

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS:

1. PROPERTY, THE LEASE OF PROPERTY, THE PURCHASE AND SALE OF MERCHANDISE, THE DISPOSAL OF ALL TYPES OF ASSETS, AND THE IMPORTATION AND EXPORTATION OF MERCHANDISE.
2. THE PRODUCTION, EITHER BY THE CORPORATION OR THROUGH THIRD PARTIES, OF ARTICLES OF ALL TYPES.
3. THE DISTRIBUTION, PURCHASE AND SALE OF ASSETS OF ALL TYPES, BE THEY OF NATIONAL OR FOREIGN ORIGIN, EITHER BY THE CORPORATION OR VIA THIRD PARTIES.
4. THE IMPORTATION AND EXPORTATION OF ASSETS OF ALL TYPES FOR USE BY THE CORPORATION OR THIRD PARTIES, FOR SALE OR FOR LEASE PURPOSES.
5. ACTING AS A REPRESENTATIVE, FRANCHISE HOLDER OR COMMISSION AGENT FOR USA OR FOREIGN COMPANIES, AND THE PURCHASE AND SALE OF PROPERTY ASSETS FOR USE BY THE CORPORATION OR THIRD PARTIES.

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TALLAHASSEE, FLORIDA  
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6. THE SETTING UP OF BRANCHES, FRANCHISES AND REPRESENTATIVES OFFICES IN USA.
7. THE HIRING OF PERSONNEL OF ALL TYPES, INCLUDING DIRECTORS, TECHNICIANS, ADMINISTRATIVE PERSONNEL, SKILLED WORKERS AND, IN GENERAL, PERSONNEL TO WORK AT THE CORPORATION OR AT THE PLACE OF BUSINESS OF OTHER COMPANIES.
8. THE PURCHASE AND SALE, LEASE, IMPORTATION AND EXPORTATION OF MACHINERY, EQUIPMENT AND INSTRUMENTS OF ALL TYPES, INCLUDING THE RAW MATERIALS AND INPUTS NECESSARY TO FULFILL THE PURPOSE OF THE CORPORATION.
9. THE ACQUISITION, THROUGH SALE, PURCHASE OR LEASE, OF THE MOVEABLE AND IMMOVEABLE ASSETS, COPYRIGHTS, BRAND NAMES, PATENTS AND TRADE NAMES REQUIRED TO FULFILL THE PURPOSE OF THE CORPORATION IN MEXICO OR ABROAD.
10. THE MANUFACTURE, ASSEMBLY AND TRANSFORMATION OF ALL TYPES OF LEGAL ARTICLES, INCLUDING THE MARKETING, DISTRIBUTION AND TRANSPORTATION OF THESE ITEMS.
11. THE REPRESENTATION OF ALL TYPES OF USA AND FOREIGN COMPANIES RELATED TO THE PURPOSE OF THE CORPORATION, INCLUDING REPRESENTATION OF THESE COMPANIES IN USA AND ABROAD.
12. PROCESSING CREDIT LINES AND OBTAINING THE FUNDS NECESSARY TO FULFILL THE PURPOSE OF THE CORPORATION, WITHOUT LIMITATION, IN ADDITION TO ISSUING, GUARANTEEING, SIGNING, GRANTING, ACCEPTING AND ENDORSING ALL TYPES OF LOANS AND ALL DEBT-RELATED DOCUMENTS AND RECEIPTS, REGARDLESS OF WHETHER THESE ARE EXERCISABLE OR NOT, AND TO GUARANTEE THEIR PAYMENT, INCLUDING THE PAYMENT OF ANY INTERESTS OR EXPENSES DERIVED THEREOF.
13. THE ACQUISITION AND DISPOSAL BY LEGAL MEANS OF ALL TYPES OF SHARES OR PARTICIPATIONS IN OTHER COMPANIES AND ASSOCIATIONS, WHETHER THESE BE OF A CIVIL OR BUSINESS NATURE.
14. THE PROMOTION OF COMMERCIAL AND INDUSTRIAL PRODUCTS.
15. DIRECTLY OR INDIRECTLY SECURING SPACE ON AIRLINES, GROUND AND MARITIME MEANS OF TRANSPORTATION FOR THE PRODUCTS OF THE CORPORATION AND THOSE OF THIRD PARTIES; DIRECTLY OR INDIRECTLY COMPLETING



CUSTOMS, FISCAL AND ANY OTHER PROCEDURES NECESSARY FOR THE CONDUCTING OF IMPORTATION AND EXPORTATION ACTIVITIES.

16. REGISTERING, ACQUIRING, DISPOSING OF AND NEGOTIATING BY ANY MEANS WHATSOEVER COPYRIGHTS, BRAND NAMES, TRADE NAMES, PATENTS AND INVENTION CERTIFICATES OF ALL TYPES.
17. ACQUIRING, SELLING, LEASING, IMPORTING, EXPLOITING, DISTRIBUTING, TAXING AND MARKETING ALL TYPES OF MOVEABLE AND IMMOVEABLE PROPERTY BY ANY MEANS WHATSOEVER.
18. THE LEASE AND SUBLEASE OF ALL TYPES OF ASSETS BELONGING TO CORPORATIONS OR INDIVIDUALS, INDUSTRIAL OR COMMERCIAL TRANSPORTATION EQUIPMENT, INCLUDING ANY FRANCHISES, COMMISSIONS OR RIGHTS DERIVED FROM SAID ASSETS AND INDUSTRIAL OR COMMERCIAL TRANSPORTATION EQUIPMENT.
19. THE PURCHASE, SALE, LEASE, IMPORTATION, EXPORTATION, POSSESSION, NEGOTIATION AND PLEDGING OF MACHINERY, EQUIPMENT, CONSTRUCTION MATERIALS AND, IN GENERAL, OF ANY TYPE OF MOVEABLE ASSET.
20. RECEIVING AND GRANTING LOANS AND CREDIT LINES WITH OR WITHOUT GUARANTEES, MAKING ALL TYPES OF INVESTMENT PERMITTED BY LAW AND ISSUING ALL TYPES OF CREDIT DOCUMENTS AND ANY OTHER DOCUMENT EVIDENCING INDEBTEDNESS.
21. ACQUIRING AND DISPOSING OF, BY ANY LEGAL MEANS WHATSOEVER, ALL TYPES OF CREDIT INSTRUMENTS, DOCUMENTS EVIDENCING INDEBTEDNESS AND PROMISSORY NOTES ISSUED IN USA OR ABROAD.
22. THE SUBSCRIPTION AND SAFEKEEPING OF SHARES AND PARTICIPATIONS IN INDUSTRIAL OR BUSINESS ASSOCIATIONS OR CORPORATIONS, IN ADDITION TO THE ACQUISITION, POSSESSION OR MANAGEMENT OF ANY INDUSTRIAL OR COMMERCIAL BUSINESS IN THE INTERESTS OF THE CORPORATION OR THIRD PARTIES.
23. THE EXECUTION AND ENTERING INTO OF ALL TYPES OF LEGAL AGREEMENTS, CONTRACTS, ACCORDS AND TRANSACTIONS OF A CIVIL OR BUSINESS NATURE WITH ANY CORPORATION OR INDIVIDUAL, FEDERAL, STATE OR MUNICIPAL GOVERNMENT, OR ANY OTHER AGREEMENT THAT IS IN THE INTERESTS OF THE CORPORATION, THAT ENABLES IT TO FULFILL ITS PURPOSE AND THAT IS DIRECTLY OR INDIRECTLY RELATED TO THE LATTER.

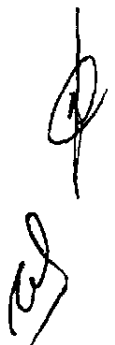


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24. THE CONDUCTING OF ALL TYPES OF ACTIVE OR PASSIVE CREDIT TRANSACTIONS THAT DO NOT REQUIRE EXPRESS OR SPECIAL AUTHORIZATION.
  25. ENTERING INTO, CONDUCTING OR INTERVENING IN ALL TYPES OF NEGOTIATIONS OF A BUSINESS, INTERMEDIARY OR ANY OTHER NATURE IN THE INTERESTS OF THE CORPORATION OR THIRD PARTIES, BE THEY USA OR FOREIGN INDIVIDUALS OR CORPORATIONS, AND THE FULFILLMENT OF ALL TYPES OF MISSIONS AND MANDATES UNDER THE TERMS AND CONDITIONS STIPULATED IN THE PROVISIONS OF THE APPLICABLE LAWS WITH USA AND/OR FLORIDA STATE, OR FOREIGN INDIVIDUALS OR CORPORATIONS.
  26. THE RENDERING OF PROMOTIONAL, DEVELOPMENT AND MANUFACTURING SERVICES TO COMPANIES OR ASSOCIATIONS.
  27. THE CONDUCTING OF STUDIES, DRAWING UP OF PROJECTS AND EXECUTION OF SALES AND PUBLICITY CAMPAIGNS FOR THE CORPORATION OR OTHER COMPANIES.
  28. THE EXECUTION OF ALL TYPES OF LEGAL ACTS AND THE ENTERING INTO OF ALL TYPES OF CONTRACTS AND CIVIL OR BUSINESS TRANSACTIONS PERMITTED BY USA AND/OR FLORIDA STATE LAW, INCLUDING THOSE THAT REQUIRE SPECIAL PERMISSION/LICENSE; THESE ACTIVITIES MAY BE CONDUCTED ONCE THE NECESSARY PERMIT/LICENSE HAS BEEN GRANTED.
  29. ALL OTHER ACTIVITIES THAT ARE CONDUCIVE TO THE OPTIMUM FULFILLMENT OF THE PURPOSE OF THE CORPORATION.

#### ARTICLE IV SHARES.

THE NUMBER OF SHARES IS:

1000 OWNED BY GRUPO BANDIN S.A. DE C.V. (MEXICO)

Handwritten signature and initials in the bottom right corner of the page.

ARTICLE V INICIAL OFFICERS AND/OR DIRECTORS.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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JUAN CARLOS BANDIN - CEO US

FUENTE DE HERMES # 31  
LOMAS DE TECAMACHALCO  
HUIXQUILUCAN, EDO DE MEXICO 53950

ANTONIO DURAN ADMINISTRATION DIRECTOR.  
1366 SABAL TRAIL  
WESTON, FL 33327

ARTICLE VI REGISTERED AGENT.

ANTONIO DURAN  
1366 SABAL TRAIL  
WESTON, FL 33327

ARTICLE VII INCORPORATOR:

JUAN CARLOS BANDIN

FUENTE DE HERMES # 31  
LOMAS DE TECAMACHALCO  
HUIXQUILUCAN, EDO DE MEXICO 53950

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HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

  
SIGNATURE/REGISTERED AGENT

07/21/05  
DATE

  
SIGNATURE/INCORPORATOR

07/21/05  
DATE