

P05000146919

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

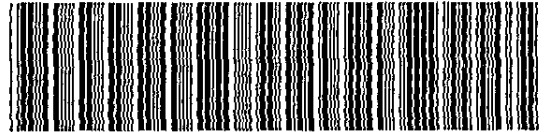
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C-211-3

COVER LETTER

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

SUBJECT: HPS Investment Corporation

(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

FROM: Octavio Rodriguez

Name (Printed or typed)

104 Crandon Blvd, Suite 406

Address

Key Biscayne, FL 33149

City, State & Zip

305-503-2908

Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 12, 2005

OCTAVIO RODRIGUEZ
104 CRANDON BLVD., STE. 406
KEY BISCAYNE, FL 33149

SUBJECT: HPS INVESTMENTS CORPORATION
Ref. Number: W05000046972

We have received your document for HPS INVESTMENTS CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filings Section

Letter Number: 905A00062280

**ARTICLES OF INCORPORATION
OF
HPS AMERICA INVESTMENTS CORPORATION**

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name and address of this corporation shall be:

HPS America Investments Corporation
104 Crandon Blvd. Suite # 406
Key Biscayne, FL 33149

ARTICLE II - EXISTANCE

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares of common stock having \$ 1.00 par value.

ARTICLE V - PREEMTIVE RIGHTS

Every shareholder, upon the sale for cash of any stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - NAME OF REGISTERED
AGENT AND ADDRESS OF REGISTERED OFFICE**

The name and street address of the corporation's initial registered agent shall be:

Octavio J. Rodriguez
104 Crandon Blvd. # 406
Key Biscayne, FL 33149

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sergio Espinoza
104Crandon Blvd. # 406
Key Biscayne, Fl 33149
President (40% Stocks)

Hedy Castro-Diaz
104Crandon Blvd. # 406
Key Biscayne, Fl 33149
Vice-President (40% Stocks)

Paola Espinoza
104Crandon Blvd. # 406
Key Biscayne, Fl 33149
Director (20% Stocks)

Yolanda Rodriguez
104Crandon Blvd. # 406
Key Biscayne, Fl 33149
Secretary

ARTICLE VIII – INCORPORATOR

The name and address of the persons signing these articles are:

Sergio Espinoza
104Crandon Blvd. # 406
Key Biscayne, Fl 33149

Hedy Castro-Diaz
104Crandon Blvd. # 406
Key Biscayne, Fl 33149

Paola Espinoza
104Crandon Blvd. # 406
Key Biscayne, Fl 33149

Yolanda Rodriguez
104Crandon Blvd. # 406
Key Biscayne, Fl 33149

ARTICLE IX – BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.


ARTICLE X – AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.

The undersigned have executed these articles of Incorporation this September 23, 2005

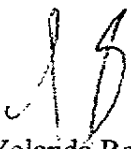


Sergio Espinoza
President



Hedy Castro-Diaz
Vice-President


Paola Espinoza
Director


Yolanda Rodriguez
Secretary

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


HPS America Investments Corporation

2. The name and address of the registered agent and office is:

Octavio J. Rodriguez
104 Crandon Blvd. # 406
Key Biscayne, FL 33149

Having been named to accept services of process for the above stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Signed,


Octavio J. Rodriguez
Registered Agent

Date: September 23, 2005

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TALLAHASSEE, FLORIDA