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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ECS ENGINEERING & CHEMICAL CORPORATION**

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# ARTICLES OF INCORPORATION OF

## ECS ENGINEERING & CHEMICAL CORPORATION

\*\*\*\*\*

THE UNDERSIGNED do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

### ARTICLE I - NAME

The name of the Corporation shall be:

## ECS ENGINEERING & CHEMICAL CORPORATION

### ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation is:

To carry on and engaged in services and activities associated with decisions making in the public and private sector.

To carry on and engaged in any other lawful business, to purchase, or otherwise acquire, financing, consulting, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description.

To carry on and engage in the business of developing, manufacturing, distributing, exporting, marketing and selling all type of products, domestically and abroad.

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To carry on and engage in the business of acquiring, leasing, purchasing, developing, managing and selling and/or construction, remodeling, buy/sell, import of durable and non-durable goods machinery, real estates, including and all act necessary and/or related thereto. Metal fabrications, metal designs, stones designs, construction, remodeling, buy/sell, import and/or export of durable and non-durable goods; machinery, real estate, marble, tiles including any and all acts necessary and/or related thereto.

To carry on and engage in the business of maintenance and consulting services for buildings, structures, residences, offices and properties including the management of entities and personnel providing such services, together with any al acts necessary and/or related to the operation of said business.

This company may buy shares of stock and/or corporate assets of any foreign and/or national companies throughout the world, and all types of investments in any business activity.

To conduct said business in, have one or more offices in, and buy, hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and executed such mortgages and transfers of corporate indebtedness as required.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation, and wile owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock

To carry on and engage in any business or activity which may be authorized and permitted by virtue of laws of the United States of America and the State of Florida.

### ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit: 100,000.- (ONE HUNDRED THOUSAND) shares of common stock, having no par value.

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**ARTICLE IV - POWERS**

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

**ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be:

7350 N.W. 7 St. , Suite 104  
Miami , Florida 33126

**ARTICLE VII - MAILING ADDRESS**

The mailing address of the Corporation shall be:

P.O. Box 010270  
Miami , Florida 33101

**ARTICLE VIII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be Paul Chehade, and the Registered Office shall be located at: 7350 N.W. 7 St. , Suite 104, Miami, Florida 33126 or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

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**ARTICLE IX - OFFICERS AND MANAGEMENT**

The affairs of the Corporation shall be managed by its officer and/or officers, subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

NAME	OFFICER	ADDRESS
PAUL CHEHADE	President / Director	7350 N.W. 7 St Suite 104 Miami, Florida 33126
RICCARDO RIMOLDI	Vice - President / Director	7350 N.W. 7 St. Suite 104 Miami, Florida 33126
LUCIANO BRESCI	Secretary / Director	7350 N.W. 7 St. Suite 104 Miami, Florida 33126
VALTER BIANCHI	Treasurer / Director	7350 N.W. 7 St. Suite 104 Miami, Florida 33126

**ARTICLE X - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (10) people.

**ARTICLE XI - INITIAL DIRECTOR OR DIRECTORS**

The name and address of the person or people who shall serve as the initial Director or Board of Director until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

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NAME	OFFICER	ADDRESS
PAUL CHEHADE	President / Director	7350 N.W. 7 St. Suite 104 Miami, Florida 33126
RICCARDO RIMOLDI	Vice - President / Director	7350 N.W. 7 St. Suite 104 Miami, Florida 33126
LUCIANO BRESCI	Secretary / Director	7350 N.W. 7 St. Suite 104 Miami, Florida 33126
VALTER BIANCHI	Treasurer / Director	7350 N.W. 7 St. Suite 104 Miami, Florida 33126

**ARTICLE XII - INCORPORATOR OR INCORPORATORS**

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

NAME	OFFICER	ADDRESS
PAUL CHEHADE	President / Director	7350 N.W. 7 St. Suite 104 Miami, Florida 33126
RICCARDO RIMOLDI	Vice - President / Director	7350 N.W. 7 St. Suite 104 Miami, Florida 33126
LUCIANO BRESCI	Secretary / Director	7350 N.W. 7 St. Suite 104 Miami, Florida 33126
VALTER BIANCHI	Treasurer / Director	7350 N.W. 7 St. Suite 104 Miami, Florida 33126

**ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to

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and not exclusive of any other rights to which such Director or Officer may be Entitled.

#### **ARTICLE XIV – VOTING RIGHTS**

That except as may otherwise be provided by law, the local voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

#### **ARTICLE XV – BYLAWS**

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

#### **ARTICLE XVI – PROXI WITH SPECIAL POWERS**

The general meeting designates, to unanimlty, a proxy with special powers for Mr. Paul Chehade and/or Mr. Riccardo Rimoldi are appointed special proxy to Constitute and/or Open and/or Buy Companies and/or Corporations and/or Associations and/or Consortium throughout the world in the name of the corporation. Opening and/or buy shares of stock of Companies and/or Corporations and/or Associations and/or Consortium throughout the world in the name of the corporation, and to open representation offices and/or banking account around the world.

The general meeting designates, to unanimlty, a proxy with special powers for Mr. Paul Chehade and/or Mr. Riccardo Rimoldi are appointed special proxy for all countries. The special proxy will engage the corporation with his signature; special powers are attributed to him to represent the corporation with the facilities mentioned below:

a)To collect credits of the corporation, release receipts and cancellations,

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b)To manage the offices of the corporation, check book-keeping, manage social correspondence, the nomination and remove domestic staff of the corporation and to direct of work typical of social purposes to the corporation.

c)To represent the corporation fully at all degrees of civil, juridical, administrative, fiscal, public order, political and any other authority with general powers,

d)To represent the corporation in all degrees of civil, juridical, administrative, fiscal, public order, political and any other authority with general and special power received from warrant,

e)To represent warrant the company in any type of administrative and jurisdictional authority concerning work, with the possibility to bring to an end , appear promptly in situation with these proceedings, and act according to the same purpose, lodging appeal of nullity and any other action or exception which could be imminent over the corporation. At the same time he will be authorized to intervene at request, to contest plans who are favorable to the corporation and, in a general manner, accomplish any action and/or claim foreseen by laws for defense of proper social interests,

f) Administer all properties belonging to the corporation, or in any forms of negotiation indicated, such as rent, for this he is authorized by the rules in force. To withdraw the sums indicated, to subscribe all private contracts, necessary to form any act realized on the way of exercising faculties that for this give origin to these powers, companies/corporations throughout the world,

g) He is authorized to mention and/or revoke representatives around the world, of country and/or state, and to confer and/or revoke to each of the representatives their specific powers,

h) He is the possibility of opening and closing offices, designating a local administrator to which will be granted powers pertaining to each state or country, special proxy has the ability to remove and/or revoke nominations and/or granted power.

i) He is appointed special proxy for all countries, he will engage the corporation with his signature, special powers are attributed to him to represent the corporation in all the countries mentioned below:

AFGHANISTAN  
ALBANIA  
ALGERIA



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ANDORRA  
ANGOLA  
ANTIGUA E BARBUDA  
ARGENTINA  
ARMENIA  
AUSTRALIA  
AUSTRIA  
AZERBAIJAN  
BAHAMAS  
BAHRAIN  
BANGLADESH  
BARBADOS  
BELARUS  
BELGIUM  
BELIZIE  
BENIN  
BHUTAN  
BOLIVIA  
BOSNIA E HERZEGOVINA  
BOTSWANA  
BRAZIL  
BRUNEI DARUSSALAM  
BULGARIA  
BURKINA FASO  
BURUNDI  
CAMBODIA  
CAMEROON  
CANADA  
CAPE VERDE  
CENTRAL AFRICAN REPUBLIC  
CIAD  
CHILE  
COLOMBIA  
COMOROS  
CONGO  
COSTARICA  
COTE D'IVOIRE  
CROATIA  
CUBA  
CYPRUS  
CZECH REPUBLIC  
DEMOCRATIC PEOPLE'S REPUBLIC OF KOREA  
DEMOCRATIC REPUBLIC OF THE CONGO  
DENMARK  
DOMINICA  
DOMINICAN REPUBLIC

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ECUADOR  
EGYPT  
EL SALVADOR  
EQUATORIAL GUINEA  
ERITREA  
ESTONIA  
ETHIOPIA  
FIJI  
FINLAND  
FRANCE  
GABON  
GAMBIA  
GEORGIA  
GERMANY  
GHANA  
GREECE  
GRENADA  
GUATEMALA  
GUINEA-BISSAU  
GUYANA  
HAITI  
HONDURAS  
HUNGARY  
ICELAND  
INDIA  
INDONESIA  
IRAN  
IRAQ  
IRELAND  
ISRAEL  
ITALY  
JAMAICA  
JAPAN  
JORDAN  
KAZAKHSTAN  
KENYA  
KUWAIT  
KYRGYZSTAN  
LAO PEOPLE'S DEMOCRATIC REPUBLIC  
LATVIA  
LEBANON  
LESOTHO  
LIBERIA  
LYBIAN ARAB JAMAHIRIYA  
LIECHTENSTEIN  
LITHUANIA

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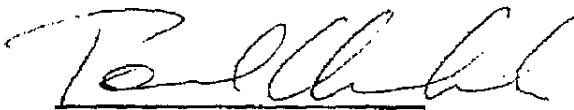
LUXEMBOURG  
MADAGASCAR  
MALAWI  
MALAYSIA  
MALDIVES  
MALI  
MALTA  
MARSHALL ISLANDS  
MAURITANIA  
MAURITIUS  
MEXICO  
MICRONESIA (FEDERATED STATES OF)  
MONACO  
MONGOLIA  
MOROCCO  
MOZAMBIQUE  
MYANMAR  
NAMIBIA  
NEPAL  
NETHERLANDS  
NEW ZEALAND  
NICARAGUA  
NIGER  
NIGERIA  
NORWAY  
OMAN  
PAKISTAN  
PALAU  
PALESTINE  
PANAMA  
PAPUA NEW GUINEA  
PARAGUAY  
PERU  
PHILIPPINES  
POLAND  
PORTUGAL  
QATAR  
REPUBLIC OF KOREA  
REPUBLIC OF MOLDOVA  
ROMANIA  
RUSSIAN FEDERATION  
RWANDA  
SAINT KITTS AND NEVIS  
SAINT LUCIA  
SAINT VINCENT AND THE GRENADINES  
SAMOA

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SAN MARINO  
SAO TOME AND PRINCIPE  
SAUDI ARABIA  
SENEGAL  
SEYCHELLES  
SIERRA LEONE  
SINGAPORE  
SLOVAKIA  
SLOVENIA  
SOLOMON ISLANDS  
SOMALIA  
SOUTH AFRICA  
SPAIN  
SRI LANKA  
SUDAN  
SURINAME  
SWAZILAND  
SWEDEN  
SYRIAN ARAB REPUBLIC  
TAJIKISTAN  
THAILAND  
THE FORMER YUGOSLAV REPUBLIC OF MACEDONIA  
THE VATICAN CITY STATE  
TOGO  
TRINIDAD AND TOBAGO  
TUNISIA  
TURKEY  
TURKMENISTAN  
UGANDA  
UKRAINA  
UNITED ARAB EMIRATES  
UNITED KINGDOM OF GREAT BRITAIN AND NORTHE RN IRELAND  
UNITED REPUBLIC OF TANZANIA  
UNITED STATES OF AMERICA  
URUGUAY  
UZBEKISTAN  
VANUATU  
VENEZUELA  
VIETNAM  
YEMEN  
YUGOSLAVIA  
ZAMBIA  
ZIMBAWE  
And in all other r country where is necessary

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IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami,  
Dade County, Florida, This 13<sup>th</sup> day of February , 2008.



PAUL CHEHADE

CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

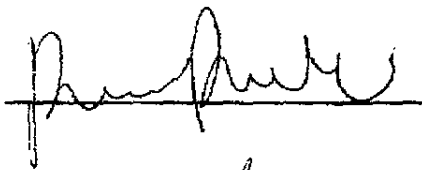
I HEREBY CERTIFY that I have accepted the designation as Registered  
Agent of ECS ENGINEERING & CHEMICAL CORPORATION, and agree to  
serve as its Registered Agent, to accept service of process within the State  
as its Registered Office located at: 7350 N.W. 7 St. Suite 104, Miami, Florida  
33126.



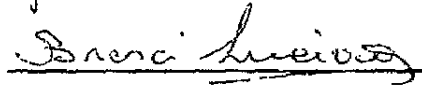
PAUL CHEHADE

Witnesses :

RICCARDO RIMOLDI



LUCIANO BRESCI



VALTER BIANCHI



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