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Professional Services

Requestor's Name

736 NW 22nd Ave

Address

Miami Fl 33125

City State ZIP Phone

(305) 642-3000

VALIDATION ONLY

CORPORATION(S) NAME

Adanel USA Inc.

(✓) Profit
( ) NonProfit ( ) Amendment ( ) Merger

( ) Foreign ( ) Dissolution ( ) Mark

( ) Limited Partnership ( ) Annual Report ( ) Other
( ) Reinstatement ( ) Reservation ( ) Change of Registered Agent

(✓) Certified Copy ( ) Photo Copies ( ) Certificate Under Seal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADANEL USA INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is ADANEL USA INC.

ARTICLE II BUSINESS

The general nature of the business to be transacted by this corporation shall be:
EXPORT AND INPORT

and any and all activities permitted under the Laws of the United States and of the State of Florida.

ARTICLE III CAPITAL STOCK

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

100 SHARES NO PAR VALUE

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.
The capital stock may be paid for in money, property labor, or services, at a just valuation to be fixed by the incorporators or by directors at a meeting called for such purpose.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than:

$1000.00

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI ADDRESS

The initial post office address of this corporation in the State of Florida is:
736 NW 22 AVE. MIAMI , FL., 33125

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII DIRECTORS

This corporation shall have 2 directors initially . The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1). The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director of officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties. The right accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
ADANEL BAPTISTA. President and Secretary	859 Marquis Ct. Kissimme , FL. 34759
ADRIAN BAPTISTA Vice-Secretary	859 Marquis Ct. Kissimme Fl. 34759

ARTICLE IX SUSCRIBERS

The name and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

Adanel BAPTISTA 859 Marquis Ct Kissimme Fl 34759	100 Shares

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by a majority of the stock entitled to vote thereon.

ARTICLE XI

REGISTERED AGENT AND REGISTERED ADDRESS

ADANEL BAPTISTA
859 Marquis Ct
Kissimme, Fl 34759

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals on August 31, 2007

ADANEL BAPTISTA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments , personally appeared ADANEL BAPTISTA
Described as subscribers in and who executed these foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above August 31, 2007

NOTARY PUBLIC STATE OF FLORIDA
Notary Public State of Florida
Regina R Rafael
My Commission DD553575
Expires 05/17/2010

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT ADANEL USA INC.

NAME OF CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF MIAMI, STATE OF <u>FLORIDA</u>

HAS NAMED NAME OF RESIDENT AGENT

ADANEL BAPTISTA

LOCATED AT 859 Marquis Ct. Kissimme Fl 34759

STREET ADDRESS AND NUMBER OF BUILDING

POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA:

ADANEL BAPTISTA

President

Dated: August 31, 2007

BEING NAMED TO ACCEPT SERVICE ON BEHALF OF THIS CORPPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature:

Resident Agent

Dated August 31, 2007

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SECRETARY OF STATE

TALLAHASSEE, FLORIDA