

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP
Account Number : I20070000136
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Fax Number : (304) 779-3561

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Convivium Press, Inc.

Certificate of Status	0
Certified Copy	1
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Electronic Filing Menu

Corporate Filing Menu

Help

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H07000278065 3

**ARTICLES OF INCORPORATION
OF
CONVIVIAM PRESS, INC.**

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The undersigned, acting as incorporator of Conviviam Press, Inc. pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

Conviviam Press, Inc.

ARTICLE II. ADDRESS

The principal place of business of the corporation shall be:

7661 NW 68th Street
Suite 108
Attn: Mr. Ignacio Cerrado
Miami, FL 33166

The mailing address of the corporation shall be:

2525 Ponce de Leon Boulevard
Suite 1225
Coral Gables, FL 33134

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized for the purposes of editing, distribution and commercialization of text books, e-books and illustrated books, in order to develop a publishing proposal in different languages, inspired in values within the framework of a Jewish and Christian humanism, specifically in areas such as Theology, Philosophy, Psychology, Cultural and Religious Anthropology, Literature and Politics, in order to promote a better understanding of social and political coexistence valuing the transcendental sense of human relations, the acceptance of men as convivial subjects, the recognition of social and cultural diversity, and the

H07000278065 3

reaffirmation of all social values that promote fraternity and to otherwise engage in any activity or business permitted under the laws of the United States and the State of Florida. To such effects, the company is able to establish agreements that may include editing cooperation, co-edition and financing funding resources with recognized Universities and other Institutions, which guarantees the academic quality and the actual necessity of its editorial proposal.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2525 Ponce de Leon Blvd., Suite 1225, Coral Gables, Florida 33134, and the name of the corporation's initial registered agent at that address is Interamerican Corporate Services LLC.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Patricia M. Hernandez
2525 Ponce De Leon Blvd., Suite 1225
Coral Gables, FL 33134

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

H07000278065 3

ARTICLE IX. DIRECTORS

The names and addresses of the initial Directors are:

Rafael Francisco Luciani Rivero
Residencias Bella Vista 3C, Av. Intervecinal El Hatillo
Urb. La Boyera, Municipio El Hatillo, Edo. Miranda
Caracas 1083-A, Venezuela

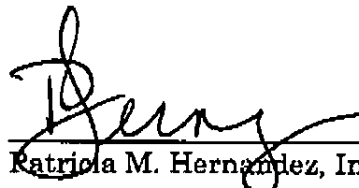
Félix José Palazzi von Büren
Conjunto Residencial Parque Anauco, Res Apex, 3D,
Av. Los Próceres, San Bernardino
Caracas 1011, Venezuela

Ida María Coromoto Peralta Troconis
Edif. La Ladera, Apto. 43-B, calle Camino Real,
Urb. Escampadero, Baruta, Edo. Miranda,
Caracas, Venezuela

María Rosa Malavé Carrasco
Residencias Bea, Apto. 2A, Av. Carlos Soublette, San Bernardino
Caracas 1011, Venezuela

Manuel Antonio Polanco Fernández
Urbanización Cerro Verde, Calle del Río, No. 265
Caracas, Venezuela

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation as of November 13, 2007.


Patricia M. Hernandez, Incorporator

H07000278065 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Convivium Press, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2525 Ponce de Leon Blvd., Suite 1225, Coral Gables, State of Florida, has named Interamerican Corporate Services LLC, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

Interamerican Corporate Services LLC

By: 
Patricia M. Hernandez, Manager