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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Axial Company

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FROM

(THU) NOV 29 2007 11:00/ST. 10:59/No. 6834432188 P 2

H07000284113

ARTICLES OF INCORPORATION OF

Axial Company

\_\_\_\_\_  
(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

Axial Company

with the principal place of business and mailing address at:

245 SE 1<sup>st</sup> Street, Suite 225  
Miami, FL 33131

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock of no par value each share.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

245 SE 1<sup>st</sup> St. Ste 225  
Miami, FL 33131

The name of the initial Registered Agent of this corporation is:

Martti Kalkas

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H07000284113

*[Handwritten signatures]*

FROM

(THU) NOV 29 2007 11:00/ST. 10:59/No. 6834432188 P 3

H07000284113

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Rogério de Aguiar Ferreira  
Av. Bernardo Monteiro, 1472  
30150 - Funcionarios  
Belo Horizonte, MG Brazil

Denise Thomaz Teixeira  
Av. Bernardo Monteiro, 1472  
30150 - Funcionarios  
Belo Horizonte, MG Brazil

Geraldo Mol Starling Filho  
Av. Bernardo Monteiro, 1472  
30150 - Funcionarios  
Belo Horizonte, MG Brazil

Eliane Milagres Mansur  
Av. Bernardo Monteiro, 1472  
30150 - Funcionarios  
Belo Horizonte, MG Brazil

**ARTICLE VI - INCORPORATORS**

The name of and address of the persons signing this article are:

Rogério de Aguiar Ferreira  
Av. Bernardo Monteiro, 1472  
30150 - Funcionarios  
Belo Horizonte, MG Brazil

Denise Thomaz Teixeira  
Av. Bernardo Monteiro, 1472  
30150 - Funcionarios  
Belo Horizonte, MG Brazil

Geraldo Mol Starling Filho  
Av. Bernardo Monteiro, 1472  
30150 - Funcionarios  
Belo Horizonte, MG Brazil

H07000284113



FROM

(THU) NOV 29 2007 11:00/ST. 10:59/No. 6834432188 P 4

H07000284113

Eliane Milagres Mansur  
Av. Bernardo Monteiro, 1472  
30150 - Funcionarios  
Belo Horizonte, MG Brazil

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

ARTICLE IX - BY-LAWS

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of November 2007.

  
Incorporator

  
Incorporator

  
Incorporator

  
Incorporator

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(THU) NOV 29 2007 11:00/ST. 10:59/No. 6834432188 P 5

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That the Axial Company desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

Martti Kalkas  
245 SE 1<sup>st</sup> St. Ste 225  
Miami, FL 33131


as its agent to accept service of process within the state.

**ACKNOWLEDGEMENT:**

Having been named by the

Axial Company

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 21<sup>st</sup> day of November 2007.

  
Registered Agent

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