

P08000078350

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000199640 3)))



H080001996403A5C4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

abacor usa, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
08 AUG 22 PM 8:22
RECEIVED
08 AUG 22 PM 1:51
DIVISION OF CORPORATIONS

8/25/08

8/22/2008 11:13 AM

6

H08000199640

ARTICLES OF INCORPORATION
OF
ABACOR USA, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article 1. Name

The name of this corporation is ABACOR USA, Inc.

Article 2. Principal Office

The principal office and the mailing address of the corporation is 1313 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134.

Article 3. Duration

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

Article 4. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

Article 5. Capital Stock

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

Prepared By:
Jorge Sanchez-Galarraga, Esq.
Florida Bar No. 159423
1313 Ponce de Leon Boulevard
Suite 301
Coral Gables, Florida 33134
(305) 445-5351

H08000199640

FILED
08 AUG 22 PM 3:22
SECRETARY OF STATE
FLORIDA

Article 6. Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation are Jorge Sanchez-Galarra, 1313 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134.

Article 7. Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is Miguel A. Breda Marques, 1313 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134.

Article 8. Incorporator

The name and address of the incorporator signing these Articles of Incorporation is Miguel A. Breda Marques, 1313 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134.

Article 9. Amendment of Articles

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

Article 10. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this

corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article 11. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

Article 12. Indemnification

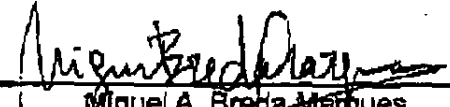
The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 13. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

In Witness Whereof, the undersigned incorporator executed these Articles of Incorporation this ____ day of August, 2008.

Incorporation this 22 day of August, 2008.

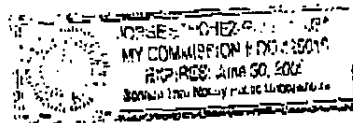

Miguel A. Breda Marques

State of Florida)
) ss:
County of Miami-Dade)

Before me, the undersigned authority, personally appeared Miguel A. Breda Marques to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

Sworn to and subscribed before me on this 22 day of August, 2008


Notary Public, State of Florida



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

That ABACOR USA, Inc., desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation in the City of Coral
Gables, County of Miami-Dade, State of Florida, has named Jorge Sanchez-Galarraga
located at 1313 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134 as its
Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above
named Corporation, at the place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of said Act relative to keeping said office
open.



Jorge Sanchez-Galarraga
Registered Agent

FILED
08 AUG 22 PM 8:22
SECRETARY OF STATE
TREASURY OF FLORIDA

408000199640