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Division of Corporations

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## Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT/NON PROFIT CORPORATION

FESE USA, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**FESE USA, INC.**

The undersigned, acting as incorporator of FESE USA, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is FESE USA, INC. (the "Corporation").

**ARTICLE II. ADDRESS**

The principal and mailing address of the Corporation is:

701 Brickell Avenue  
Suite 1550  
Miami, FL 33131

**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 to engage in any activity or business permitted under the laws of the United States and Florida.

**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 \$0.01 par value per share.

**ARTICLE VI. DIRECTORS/OFFICERS**

The initial Directors and Officers of the Corporation are:

Jeronimo Fernandez: Director, CEO

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**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410 and the name of the Corporation's initial registered agent at that address is Corporate Creations Network Inc.

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator is:

Mauricio D. Rivero  
701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

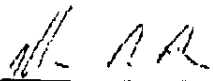
**ARTICLE IX. BYLAWS**

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.

**ARTICLE X. AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 2nd day of March, 2009.

  
\_\_\_\_\_  
Mauricio D. Rivero,  
Sole Incorporator

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**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 FESE USA, 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 11880 Prosperity Farms Road, #221E, Palm Beach Gardens, FL  
33410 has named Corporate Creations Network Inc. 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 is familiar with, and accepts, the obligations of that position.

Dated this 2nd day of March, 2009.

Corporate Creations Network Inc.

By 

Jim Perkins, Vice President

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