

# PI 00000070210

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

terraval usa corp.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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Corporate Filing Menu

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8/24/2010

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10 AUG 25 AM 11:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

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FLORIDA DEPARTMENT OF STATE

UH



August 25, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EMPIRE

SUBJECT: TERRAVAL USA CORP  
REF: W10000040085

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H10000189542  
Letter Number: 710A00020378

P.O. BOX 6327 - Tallahassee, Florida 32314

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H10000189342  
SECRET  
STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights privileges and immunities of corporation for profit.

### ARTICLE I

The name of the corporation shall be:

### **TERRAVAL USA CORP**

### ARTICLE II

The corporation may engage in the activity of business permitted under the laws of the United States and the State of Florida.

### ARTICLE III

The maximum shares of a stock, with \$1.00 par value that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) Shares.

### ARTICLE IV

The amount of capital with which this corporation will begin business not be less than ONE THOUSAND (\$1000.00) dollars.

### ARTICLE V

This corporation is to have perpetual existence.

Ramsan Professional Services  
5849 W Flager Street  
Miami Florida 33144  
Phone: (305) 261-3225  
Esther F. Alvarez, Accountant

H10000189342

## ARTICLE VI

The Principal office of this corporation shall be:

7500 NW 25<sup>th</sup> Street Unit 7  
Miami, Florida 33122

## ARTICLE VII

The number of the Board of the Directors of the corporation shall not be less than one person. The names and Post Office addresses of the first Board of Directors, who are subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall be duly qualified, are:

Humberto J Duque P Carrera 26 20A Sur 10 Medellin, Colombia	President/Secretary	16.672.94 % Shares
Adriana F Meza de Duque Carrera 26 20A Sur 10 Medellin, Colombia	Vice-President	16.45180 % Shares
Manuela Duque Meza Carrera 26 20A Sur 10 Medellin, Colombia	Director	1.15811 % Shares
Andrea Duque Meza Carrera 26 20A Sur 10 Medellin, Colombia	Director	1.15811 % Shares
Simon Duque Meza Carrera 26 20A Sur 10 Medellin, Colombia	Director	1.15811 % Shares
Andres J Duque Pelaez Carrera 26 20A Sur 10 Medellin, Colombia	Director	1.60380 % Shares

Ricardo J Duque Pelaez Calle 11 Sur No 10 Medellin, Colombia	Director	3.51423 % Shares
Hilda L Hoyos Perez Calle 11 Sur No 10 Medellin, Colombia	Director	1.42712 % Shares
Luis J Cardona Velasquez Calle 11 Sur No 10 Medellin, Colombia	Director	2.06203 % Shares
Alberto J Cuervo Ruiz Calle 11 Sur No 10 Medellin, Colombia	Director	0.87998 % Shares
Maria E Alvarez 3869 Alcantara Avenue Medellin, Colombia	Director	

#### ARTICLE VIII

The name and post office addresses of the subscriber to be Certificate of Incorporation is as follows:

Maria E Alvarez  
3869 Alcantara Avenue  
oral, Florida 33178-2347

## ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that anyone or more of the Directors of this corporation is or are interest in, or is a Director or Officer of, or are Directors or Officers of such other corporation.

The corporation shall have the further right and power to, from time to time determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this corporation, other than the stock book, or any them, shall be open to the inspection of the stock holders, and no stockholders shall have any rights of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors.

The corporation, in its By-Laws, confers powers upon its Board of Directors or Officers, in addition to the powers authorized and expressly conferred by statute. Both Stockholders and directors shall have the power, if the By-laws so provide, to hold the respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this corporation subject to the provisions to the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by herein or granted subject to this reservation.

## ARTICLE X

The corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of a stock in any corporation, all or any part of the business, goodwill, rights, properties and assets of any individual, and to pay for the same in cash with the stock of this corporation, bonds or the otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that Acts amendatory thereto and to exercise all the powers necessary or convenient in or about the conducting of such business.

To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partnership) joint ventures, syndicates, pools, associations and others arrangements for carrying on one more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

Subscribed at Miami, Dade County, Florida, this 10th days of August, 2010.

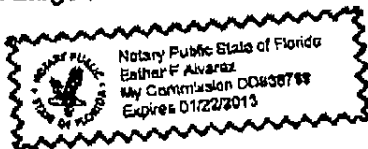
~~Mania E Alvarez~~  
~~Director~~

Before me, the undersigned authority, duly to administer oaths and receive acknowledgements, personally appeared:

MARIA E ALVAREZ

Witness my hand and official seal at Miami, Dade County, Florida, this 11<sup>th</sup> days of August, 2010.

Esther M. Alvarez  
Notary Public-State of Florida  
at Large .- .



H10000189542

**CERTIFICATE DESIGNATING CHANGE OF PLACE BUSINESS OF DOMICILE FOR  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.**

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

**That: TERRAVAL USA CORP**

is qualified to do business under laws of the State of Florida, with its principal office at:

7500 NW 25<sup>th</sup> Street - Unit 7  
MIAMI, FLORIDA 33122

And has appointed:

Maria E Alvarez  
7500 NW 25<sup>th</sup> Street - 7  
Miami, Florida 33122

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
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FILED

As its agent to accept services of process within this State.

**ACKNOWLEDGEMENTS**

Having been named to accept service of process for the above stated corporation at the  
place designated in the Certificate, I hereby accept to act in this capacity  
and agree to comply with the provision of said Act relative to keeping open said  
office.

  
Maria E Alvarez  
REGISTER AGENT

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