

P10000088063

Florida Department of State
Division of Corporations
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.

((H10000234771 3)))



H100002347713ABCZ

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

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
adel holdings usa, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 OCT 28 PM 12:19

APPROVED
AND
FILED

RECEIVED OCT 28 2010

Electronic Filing Menu

Corporate Filing Menu

Help



October 28, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: ADEL HOLDINGS USA, INC.
REF: W10000050581

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.

The Registered Agent and Incorporator signatures are not legible.

An effective date may be added to the Articles of Incorporation if a 2011 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000234771
Letter Number: 210A00025454

P.O BOX 6327 - Tallahassee, Florida 32314

APPROVED
AND
FILED

10 OCT 28 PM 12:19

H10000234771
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(4)

ARTICLES OF INCORPORATION

OF

ADEL HOLDINGS USA, INC.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE ADEL HOLDINGS
USA, INC.

ARTICLE II - COMMENCEMENT & DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER
DISSOLVED ACCORDING TO LAW.

ARTICLE III - ADDRESS

THE MAILING ADDRESS OF THE CORPORATION IS 5101 S. W. 154
PLACE, MIAMI, FL. 33185.

ARTICLE IV - STATED CAPITAL

THE CORPORATION IS AUTHORIZED TO ISSUE THE FOLLOWING CAPITAL

STOCK:

<u>NO. SHARES</u>	<u>CLASSIFICATION</u>	<u>PAR VALUE</u>
100,000	COMMON	\$1.00

DOCUMENTS PREPARED BY FOY H. HAMMONS
14105 S. W. 82 AVE., MIAMI, FLA. 33168
(305) 378-5401

H10000234771

SUBJECT TO APPLICABLE FLORIDA STATUTES, EVERY SHAREHOLDER, UPON THE SALE OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO-RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED BY OTHERS.

ARTICLE V - REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE CORPORATION IS FOY H. HAMMONS, 14105 S. W. 82 AVE. MIAMI, FL. 33158.

ARTICLE VI - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION IS FOY H. HAMMONS, 14105 S. W. 82 AVE., MIAMI, FL. 33158.

ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE 3 DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME THEREAFTER IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE MAURICE DE MEILLAC, DOMINIC DE LIMA AND ALFONSO B. DE LIMA AT 5101 S. W. 154 PLACE, MIAMI, FL. 33185.

ARTICLE VIII - SHAREHOLDER PROPERTY

PRIVATE PROPERTY OF THE SHAREHOLDERS SHALL NOT BE SUBJECT TO

APPROVED
AND
FILED

10 OCT 28 PM 12:19

H10000234771

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

THE PAYMENT OF THE CORPORATION'S DEBTS. THE CORPORATION SHALL HAVE
A FIRST LIEN ON THE SHARES OF ITS SHAREHOLDERS AND UPON THE
DIVIDENDS DUE THEM FOR ANY INDEBTEDNESS OF THE SHAREHOLDERS TO THE
CORPORATION.

ARTICLE IX - AMENDMENTS TO ARTICLES

THE SHAREHOLDERS SHALL HAVE THE POWER TO AMEND OR REPEAL THESE
ARTICLES OF INCORPORATION WITH NOT LESS THAN A TWO-THIRDS VOTE OF
THE COMMON STOCK.

IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, HEREBY
EXECUTES THESE ARTICLES OF INCORPORATION THIS 26 DAY OF
October, 2010.

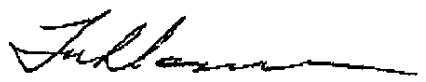


INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED
AGENT FOR ADEL HOLDINGS USA, INC.

DATED THIS 26 DAY OF October, 2010.



REGISTER AGENT

H10000234771