

Florida Department of State  
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((H11000042150 3)))

EFFECTIVE DATE 2-15-11



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**FLORIDA PROFIT/NON PROFIT CORPORATION  
USA NORTH AMERICA TRADE CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**USA NORTH AMERICA TRADE CORPORATION**

EFFECTIVE DATE 2-15-11

We the undersigned for the purpose of incorporating under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporation profit, file these Articles of Incorporation.

**ARTICLE I**

The name of this corporation is: **USA NORTH AMERICA TRADE CORPORATION**  
Located at  
16919 NORTH BAY ROAD UNIT 110  
SUNNY ISLES BEACH, FLORIDA 33160

**ARTICLE II**

The general nature of the business or businesses to be transacted is as follows:

Section 1: To buy, sell, mortgage, lease, encumber, alienate or otherwise Deal in real Property and to construct thereon, cause to be constructed thereon or otherwise improve real property or personal property, including the doing of any And all business and Contracting incidental or connected therewith and doing and performing any and all acts necessary, proper or convenient for or incidental to Furtherance or the carrying out of the powers and purposes herein mentioned.

Section 2: To engage in any commercial or industrial enterprise calculated or designated to be profitable to this corporation in conformity with the laws Of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, and or vocation that a natural person might do or perform.

SECTION 4: To engage and carry out any business or businesses and every act or deed pertaining thereto, either directly or indirectly which is not prohibited by the laws of the State of Florida or in any other State of the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations either in this state or throughout the United States and elsewhere.

### **ARTICLE III**

The foregoing clauses shall be construed both as objects and powers but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive But it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

### **ARTICLE IV**

Any unused stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations.

### **ARTICLE V**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1.00) per value, unless duly changed in accordance with the laws of The State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 Stock" as such term is defined in the Internal Revenue Code and the Regulations issued there under.

#### **ARTICLE VI**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price it is offered to others.

#### **ARTICLE VII**

The street address of the initial registered office of this corporation  
In the State of Florida shall be

##### **USA NORTH AMERICA TRADE CORPORATION**

16919 NORTH BAY ROAD UNIT 110  
SUNNY ISLES BEACH, Florida 33160

And the name of the initial registered agent of this corporation is:

##### **AGUINALDO HENGLER**

This corporation shall have such other places of business both within and without the State of Florida, and in foregoing countries as may be necessary and convenient.

#### **ARTICLE VIII**

This Corporation shall exist perpetually.

## **ARTICLE IX**

This corporation shall have ONE (1) director initially. The number of directors may be increased from time to time, by Laws adopted by the Stockholders but shall never be less than one.

## **ARTICLE X**

The name and street address of the first Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected and have qualified are:

### **AGUINALDO HENGLER**

16919 NORTH BAY ROAD UNIT 110  
SUNNY ISLES BEACH, FLORIDA 33160

## **ARTICLE XI**


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 Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

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TALLAHASSEE, FLORIDA

## ARTICLE XII

In accordance with F.S. 607.617, the date of the corporate existence Of this corporation shall be the date of subscription and acknowledgement Of these Articles of Incorporation provided these Articles of Incorporation Are filed by the Department of State within (5) days, exclusive of legal holidays After such date. Otherwise, the date of corporate existence shall be upon filing Of these Articles of Incorporation by the Department of State.

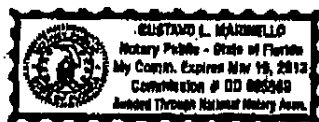
IN WITNESS WHEREOF, we the undersigned, being the subscribing Incorporator(s) have hereunto set our hands and seals for the purpose of forming This corporation under the laws of the State of Florida this 15th day of February 2011.

 (seal)  
AGUINALDO HENGLER  
26919 NORTH BAY ROAD UNIT 110  
SUNNY ISLES BEACH, FLORIDA 33160  
INCORPORATOR

BEFORE ME, The duly authorized person(s) appeared AGUINALDO HENGLER Well known to me to be this person, who after being duly cautioned does hereby Affix his signature to these foregoing Articles of Incorporation this 15th day of February 2011.

Miami-Dade County Florida

  
Notary Public



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS**

**OF DOMICILE FOR SERVICE**

OR PROCESS WITHIN THIS STATE

**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

USA NORTH AMERICA TRADE CORPORATION

In pursuant to chapter 48.091 Florida Statutes, the following is submitted in  
Compliance with said Act:

First that USA NORTH AMERICA TRADE CORPORATION, desiring to organize  
under the laws Of the State of Florida, with its principal office indicated in the  
Articles of Incorporation at -

USA NORTH AMERICA TRADE CORPORATION  
16919 NORTH BAY ROAD UNIT 110

**SUNNY ISLES BEACH, FLORIDA 33160**

Has named AGUINALDO HENGLER, as its agent to accept Service of Process  
Within this state. Having been named to accept Service of Process for the above  
stated 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 open said office.

  
\_\_\_\_\_  
**AGUINALDO HENGLER**

Resident Agent

DATE: FEBRUARY 15, 2011